

Document Number Only  
**F96000006760**

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002037315-1-9  
-12/24/96--01/15--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Quebecor Printing Memphis II Inc.

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DIVISION OF CORPORATIONS

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
<input type="checkbox"/> Certified Copy		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name Availability
Document Examiner
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Verifier
Acknowledgment
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. Quobecor Printing Memphis II Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 52-2004117  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/13 /96 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 30, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 7364 Baltimore & Annapolis Blvd.  
Glen Burnie, MD 21061  
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

  
(Registered agent's signature) (Officer)

DWIGHT COORS - ASSISTANT SECRETARY  
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Joan Novou

Address: \*

Vice Chairman: Charles G. Cavall

Address: \*

Director: Michel P. Salbaing

Address: \*

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: James A. Dawson

Address: \*

Vice President: Michel P. Salbaing

Address: \*

Secretary: Raynald Lecavalier

Address: \*

Assistant Secretary: Claudine Tremblay

Address: \*

\* Address is c/o Quebecor Printing Inc., 612 Rue St.-Jacques,  
(FLA. 2189) Montreal, Quebec, Canada, H3C 4M8

Treasurer: Daniel Poulin

Address: \*

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JEAN NEVEU CHAIRMAN

(Typed or printed name and capacity of person signing application)

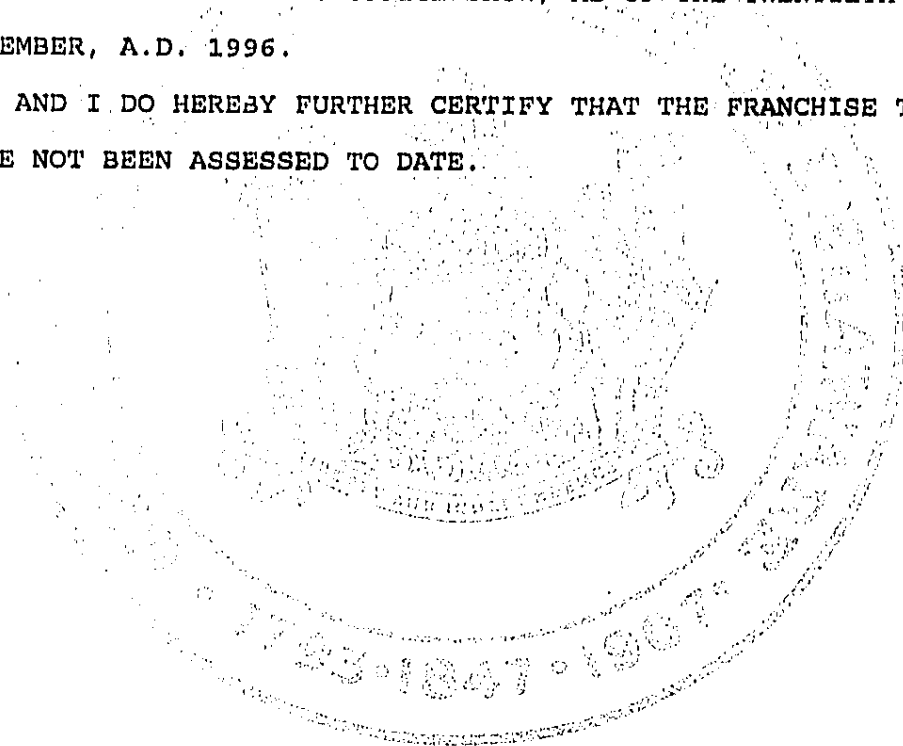
State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUEBECOR PRINTING MEMPHIS II INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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12-20-96