

F97000006529
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MSR Advertising, Inc.
(Name of corporation - must include suffix)

400002316994--5
-10/10/97--01011--002
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DANIEL S. ROSENBAUM, ESQUIRE

(Name of Person)

BECKER & POLIAKOFF, "P.A."

(Firm/Company)

500 AUSTRALIAN AVENUE SOUTH, NINTH FLOOR

(Address)

WEST PALM BEACH, FLORIDA 33401

(City/State/Zip)

~~W47-23243~~

Should you need to call someone concerning this matter, please call:

P.535

Daniel S. Rosenbaum
(Name of Person)

at (561) 655-5444
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 9:37
H2 12/11



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1997

DANIEL S. ROSENBAUM
BECKER & POLIAKOFF, P.A.
500 AUSTRALIAN AVE S., 9TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: MSR ADVERTISING, INC.
Ref. Number: W97000023243

We have received your document for MSR ADVERTISING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2365.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 497A00049858

LAW OFFICES

BECKER & POLIAKOFF, P.A.

500 Australian Avenue South, 9th Floor
West Palm Beach, Florida 33401

Phone: (561) 655-5444 Fax: (561) 832-8987

FL Toll Free: (800) 462-7783

Internet: <http://www.becker-poliakoff.com>

Florida Offices

Administrative Office:
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

Boca Raton*

Clearwater

Ft. Myers

Melbourne*

Miami

Naples

Orlando

Port Charlotte*

St. Petersburg

Sarasota

Tallahassee

Tampa

West Palm Beach

* available for consultation
by appointment only

International Offices

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland

Reply To:

West Palm Beach

December 8, 1997

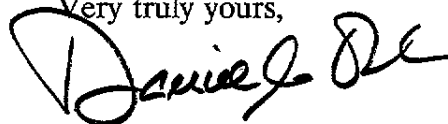
Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MSR ADVERTISING, INC.
Ref. Number: W97000023243
Letter Number: 497A00049858

Dear Ms. Collins:

Enclosed please find a copy of your letter to me of October 10, 1997, and the original, fully-executed Affidavit of Marc S. Rosenbaum with regard to this matter. Please let me know if anything further is required.

Very truly yours,



DANIEL S. ROSENBAUM
For the Firm

DSR/pkm
Enclosures
cc: Marc S. Rosenbaum (w/enclosures)
116652

AFFIDAVIT OF MARC S. ROSENBAUM

STATE OF ILLINOIS

:

:ss

COUNTY OF COOK

:

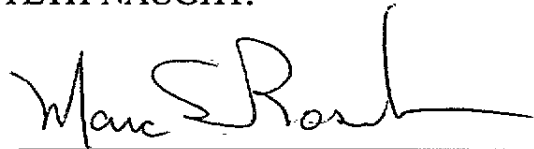
BEFORE ME, the undersigned authority, personally appeared MARC S. ROSENBAUM, who after being duly sworn deposes and says:

1. My name is Marc S. Rosenbaum. I am the President of MSR Advertising, Inc., which is an Illinois corporation.

2. I prepared an Application by Foreign Corporation for Authorization to Transact Business in Florida which was submitted to the Florida Department of State in or about October, 1997.

3. There is a typographical error in paragraph 6 of the Application, where the date "November 1, 1995" is inserted. I originally provided the date of "November 1, 1998" to the law office that handled this and it appears that their clerical staff inadvertently typed "November 1, 1995". The date of November 1, 1998 is the date in which my corporation intended to commence regularly transacting business in the State of Florida. I did not notice the incorrect date when I signed the Application.

FURTHER AFFIANT SAYETH NAUGHT.

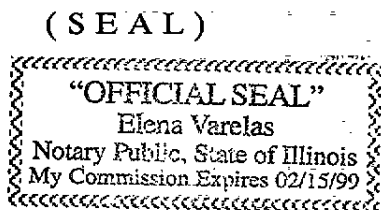


MARC S. ROSENBAUM

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 9:37

BEFORE ME the undersigned authority on this the 3rd day of December, 1997, personally appeared MARC S. ROSENBAUM, who is personally known to me or who presented identification in the form of _____, and who upon being duly sworn, deposes and says that the foregoing is true and correct to the best of his knowledge, information and belief.

WITNESS my hand and official seal in the County and State aforesaid, the year and date last written.



Elena Varelas
Notary Public

Elena Varelas
Printed or Typed Name of Notary Public

Commission No.: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO 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. MSR Advertising, 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. Illinois
(State or country under the law of which it is incorporated)
3. 36-3432831
(FEI number, if applicable)
4. March 1, 1985
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1748 North St. Michaels Court, Chicago, IL 60614
(Current mailing address)
8. For profit operating company.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Daniel S. Rosenbaum

Office Address: Becker & Poliakoff, P.A.

500 Australian Ave., South, 9th Floor, Florida, 33401
West Palm Beach (Zip Code)

10. Registered agent's 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.


(Registered agent's signature)

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 9:30

12. Names and addresses of officers and/or directors: (Street address **ONLY**-P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Marc S. Rosenbaum

Address: 1748 N. St. Michaels Court, Chicago, IL 60614

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Marc S. Rosenbaum

Address: 1748 N. St. Michaels Court, Chicago, IL 60614

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Marc S. Rosenbaum

Address: 1748 N. St. Michaels Court, Chicago, IL 60614

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

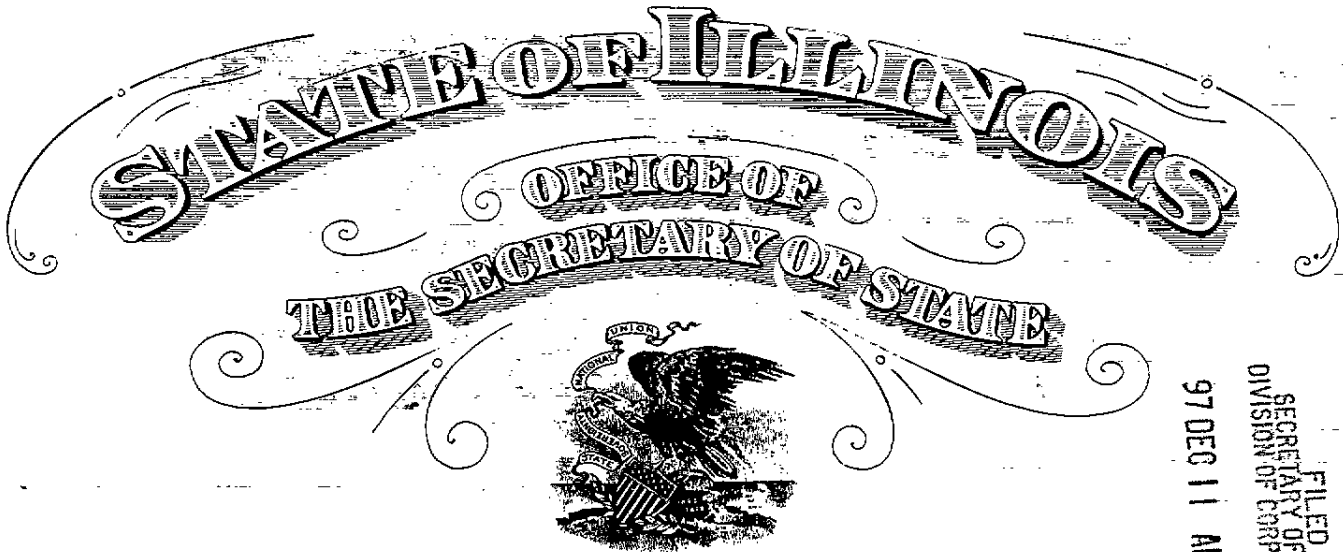
13. Marc S. Rosenbaum President

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

14. Marc S. Rosenbaum, President

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

File Number 5421-450-2



To all to whom these Presents Shall Come, Greeting

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that MSR ADVERTISING, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 15,
1986, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 23RD
day of SEPTEMBER A.D., 19 97

George H. Ryan
SECRETARY OF STATE