

F980000001073



ACCOUNT NO. : 072100000032

REFERENCE : 716447 4333744

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1998

ORDER TIME : 9:45 AM

ORDER NO. : 716447-005

CUSTOMER NO: 4333744

600002440196--4

CUSTOMER: Clare Mcmorrow, Asst Secretary  
Cbs Broadcasting Inc.  
51 West 52nd Street  
36th Floor  
New York, NY 10019

FOREIGN FILINGS

NAME: THUNDER, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 25 AM 11:18

2/25

RECEIVED  
98 FEB 25 AM 10:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE

I, CLARE A. McMORROW, Secretary of Thunder, Inc., a corporation duly organized under the laws of the State of Delaware (the "Corporation"), do hereby certify that the following is a true and correct copy of resolutions of the Board of Directors of said Corporation, adopted by Unanimous Written Consent dated as of the 24th day of February, 1998:

"RESOLVED that, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the alternate name "Network Thunder, Inc." for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida."

  
Clare A. McMorrow, Secretary

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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

1. THUNDER, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/17/97 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o C. McMorrow, 51 West 52 St.  
New York, NY 10019  
(Current mailing address)
8. Retail store operation  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: Vicki Schreiner Asst. V. P.  
(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.

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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: Louis J. Briskman  
Address: 51 West 52 Street  
New York, NY 10019

Vice Chairman:  
Address:

Director: Claudia E. Morf  
Address: 11 Stanwix Street.  
Pittsburgh, PA 15222

Director: Fredric G. Reynolds  
Address: 51 West 52 Street  
New York, NY 10019

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

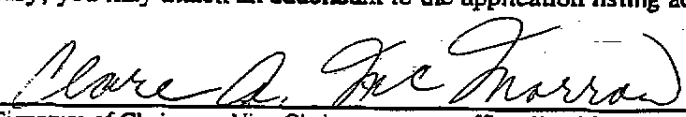
President: Donald H. Mitzner  
Address: 250 Harbor Drive  
Stamford, CT 06904

Vice President: LeRoy Coulter  
Address: 250 Harbor Drive  
Stamford, CT 06904

Secretary: Clare A. McMorrow  
Address: 51 West 52 Street  
New York, NY 10019

Treasurer: Claudia E. Morf  
Address: 11 Stanwix Street  
New York, NY 10019

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.)

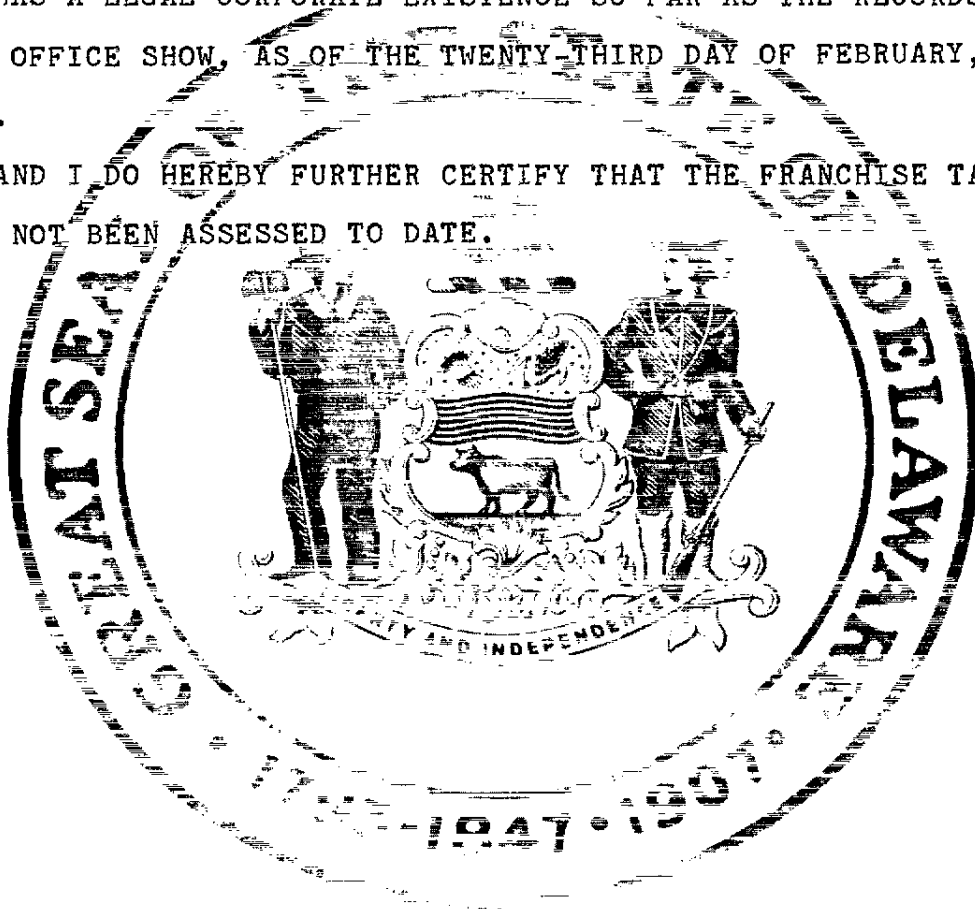
14. Clare A. McMorrow, Secretary  
(Typed or printed name and capacity of person signing application)

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*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THUNDER, 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 1998.

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  
98FEB25 AM11:18



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8935397

DATE: 02-23-98