

F98000005855

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002668305--7
-10/20/98--01060--023
*****70.00 *****70.00

500002668305--7
-10/20/98--01060--024
***1150.00 ***1150.00

Market Facts - New York, Inc

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| <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"/> Limited Liability Company |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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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. Market Facts - New York, 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. New York (State or country under the law of which it is incorporated)
3. 13-1960115 (FEI number, if applicable)

4. July 28, 1959 (Date of Incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. September 2, 1997 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 902 Broadway
New York, NY 10010 (Current mailing address)


8. Market research (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: CT Corporation System
 Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
 (Zip Code)

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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)
Jeffrey R. Graves, Asst. Secy.

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: (Street address ONLY- P. O. Box NOT acceptable)

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

Chairman: & CEO Thomas H. Payne

Address: 3040 W. Salt Creek Lane

Arlington Heights, IL 60005

Vice Chairman: Director: Timothy J. Sullivan

Address: 3040 W. Salt Creek Lane

Arlington Heights, IL 60005

Director: Verne B. Churchill

Address: 3040 W. Salt Creek Lane

Arlington Heights, IL 60005

Director: Sanford M. Schwartz

Address: 902 Broadway

New York, NY 10010

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

President: Sanford M. Schwartz

Address: 902 Broadway

New York, NY 10010

Vice President: Gregory J. McMahon

Address: 65 Madison Ave.

Morristown, NJ 07960

Secretary: Wesley S. Walton

Address: 115 S. LaSalle St.

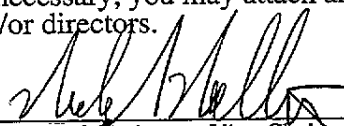
Chicago, IL 60603

Treasurer: Timothy J. Sullivan

Address: 3040 W. Salt Creek Lane

Arlington Heights, IL 60005

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. Wesley S. Walton, Secretary
(Typed or printed name and capacity of person signing application)

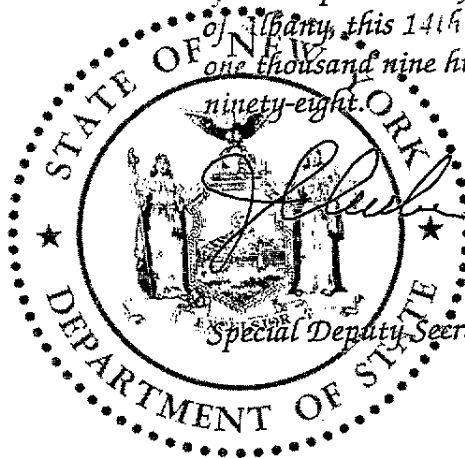
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of MARKET FACTS-NEW YORK, INC. was filed on 07/28/1959, under the name of MARKET FACTS, INC., fixing the duration as perpetual, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment MARKET FACTS, INC., changing name to MARKET FACTS-NEW YORK, INC., was filed 01/18/1962.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of October
one thousand nine hundred and
ninety-eight.



Special Deputy Secretary of State

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