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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

500002746195--8

-01/19/99--01084--024

*****70.00 *****70.00

CORPORATION(S) NAME

FOOSE, CORP. ? Relating Advertising, etc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

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☐ After 4:30

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Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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TO

JEFFREY D. BUTTERFIELD

DIVISION OF CORPORATION

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99 JAN 19 1999

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. Foote, Cone & Belding 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. Delaware
(State or country under the law of which it is incorporated)
3. 36-2684418
(FEI number, if applicable)
4. May 19, 1969
(Date of Incorporation)
5. Perpetual
(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. 101 E. Erie Street, Chicago, IL 60611 Attn: Tax Department

(Current mailing address)

8. Advertising services
(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 acceptable)

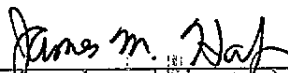
Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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)

James M. Halpin, Assistant Secretary

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: See Exhibit A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit A attached hereto

Address: _____

Vice President: _____

Address: _____

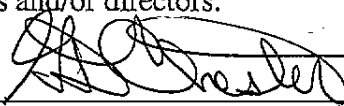
Secretary: _____

Address: _____

Treasurer: _____

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. Gary D. Chester, Vice President
(Typed or printed name and capacity of person signing application)

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Foote, Cone & Belding Advertising, Inc.

DIRECTORS

Ronald W. Bess Primary Address:	Director True North Communications Inc. 101 East Erie Street Chicago, IL 60611 USA
Laura J. Caffrey Primary Address:	Director Foote, Cone & Belding Worldwide L.L.C. 150 East 42nd Street New York, NY 10017-5612 USA
Bruce Mason Primary Address:	Director True North Communications Inc. 101 E. Erie Street Chicago, IL 60611-2897 USA
J. Brendan Ryan Primary Address:	Director Foote, Cone & Belding Worldwide L.L.C. 150 East 42nd Street New York, NY 10017-5612 USA
Theodore J. Theophilos Primary Address:	Director True North Communications Inc. 101 East Erie Street Chicago, IL 60611 USA

OFFICERS

Ronald W. Bess Primary Address:	Executive Vice President True North Communications Inc. 101 East Erie Street Chicago, IL 60611 USA
Laura J. Caffrey Primary Address:	Executive Vice President Foote, Cone & Belding Worldwide L.L.C. 150 East 42nd Street New York, NY 10017-5612 USA
Gary D. Chester Primary Address:	Vice President, Assistant Treasurer True North Communications Inc. 101 East Erie Street Chicago, IL 60611 USA
Thomas Miller Primary Address:	Executive Vice President Foote, Cone & Belding 11601 Wilshire Boulevard Los Angeles, CA 90025-1772 USA
Dale F. Perona Primary Address:	Secretary, Treasurer True North Communications Inc. 101 East Erie Street Chicago, IL 60611 USA
J. Brendan Ryan Primary Address:	Chairman of the Board, President Foote, Cone & Belding Worldwide L.L.C. 150 East 42nd Street New York, NY 10017-5612 USA

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOOTE, CONE & BELDING ADVERTISING, 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 FIFTEENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9523340

DATE:

01-15-99

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TALLAHASSEE, FLORIDA