

F99000002249



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 220281 4349124

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : April 27, 1999

ORDER TIME : 11:50 AM

ORDER NO. : 220281-005

CUSTOMER NO: 4349124

200002858672--3

CUSTOMER: Leslie K. Katzman, Legal Asst
The Interpublic Group Of
1271 Avenue Of The Americas

New York, NY 10020

FOREIGN FILINGS

NAME: JAY ADVERTISING, 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: Janna Wilson

RECEIVED

99 APR 30 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 30 PM 1:49

FILED

4/30/99

**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. JAY 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. _____
(FEI number, if applicable)
4. August 25, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 170 Linden Oaks Drive
Rochester, New York 14625
(Current mailing address)
Advertising and all matters relating thereto
8. _____
(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 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 Scherba Asst. VP.
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. Theodore Paraskevas, Secretary
(Typed or printed name and capacity of person signing application)

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Directors:

Chairman: Ferdinand J. Smith III
170 Linden Oaks Drive
Rochester, New York 14625

Director: Donald Dillon
750 Third Avenue
New York, New York 10017

Director: Arthur Tauder
750 Third Avenue
New York, New York 10017

Gary Winkler
750 Third Avenue
New York, New York 10017

Salvatore LaGreca
750 Third Avenue
New York, New York 10017

Officers:

Director, COO and President: Gregory W. Smith
170 Linden Oaks Drive
Rochester, NY 14625

VP - Taxes: Arthur M. Mason
One Dag Hammarsjold Plaza
New York, New York 10017

Secretary: Theodore H. Paraskevas
1271 Avenue of the Americas
New York, New York 10020

Assistant Secretary: Nicholas J. Camera
1271 Avenue of the Americas
New York, New York 10020

VP and Treasurer: Alan M. Forster
1271 Avenue of the Americas
New York, New York 10020

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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 "JAY 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 1999.

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

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

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99 APR 30 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2536984 8300

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AUTHENTICATION:

9711114

DATE:

04-28-99