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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MarketSource Corporation

(Name of corporation - must include suffix)

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:

John Ross (Corporate Controller)

(Name of Person)

MarketSource Corporation

(Firm/Company)

10 Abeel Road

(Address)

Cranbury, NJ 08512

(City/State/Zip)

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

John Ross, Corp. Controller 609 ) 655-8990

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 1, 1999

JOHN ROSS (CORPORATE CONTROLLER)  
MARKETSOURCE CORPORATION  
10 ABEEL ROAD  
CRANBURY, NJ 08512

SUBJECT: MARKETSOURCE CORPORATION  
Ref. Number: W99000012717

We have received your document for MARKETSOURCE CORPORATION and your check(s) totaling \$87.50. 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 \$9,465.00.

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 notarized 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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 699A00029841

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MarketSource Corporation  
10 Abeel Road  
Cranbury, NJ 08512  
(609) 655-8990

Michael Mays  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

June 8, 1999

Re: MarketSource Corporation (Ref. Number W99000012717)  
Term Planner, Inc. (Ref Number W96000024083)

Dear Mr. Mays:

Per our discussion this morning, here is the information you requested.

Term Planner, Inc., had changed its name in 1998 to MarketSource Corporation. This may explain some of the confusion (please see reference numbers above).

In 1996, Term Planner, Inc. had submitted an "Application by Foreign Corporation for Authorization to Transact Business in Florida". Per your department's letter on April 15, 1997, it stated "We have received \$1,000 in past annual report fees due this office by Term Planner, Inc., for transacting business in Florida since 1991." According to this letter, it would appear that this amount had covered any and all penalties due to the state of Florida in annual report fees from 1991.

The reason we did not file in 1991 was related to Florida Statutes 607.1501 (2f) (see attached) which states, a foreign corporation may not need to obtain a certificate of authority from the Department of State if the following is true: the corporation is "Soliciting or obtaining orders, whether by mail or through employees, agents, or otherwise, if the orders require acceptance outside the state before they become contracts." All MarketSource contracts are negotiated and approved outside Florida but are serviced inside Florida (as well as forty other states).

In conclusion, MarketSource thrives to abide by all state and federal statutes. We want a good business relationship with the state of Florida. Pursuant to the paragraphs above, we feel that no penalties are due at this time, and want to file for the Certificate of Authority to comply with the state statutes.

Please feel free to contact me at (609) 655-8990 ext. 5370 to discuss this matter.

Thank you for your cooperation

A handwritten signature in dark ink, appearing to read "John Ross".  
John Ross  
Corporate Controller

Cc: Lee Rivers

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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. MarketSource Corporation  
(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. 22-347-9403  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1991  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10 Abeel Road  
Cranbury, NJ 08512  
(Current mailing address)

8. MarketSource is a media and Marketing services company.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

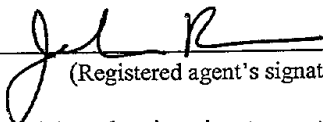
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: JOHN ROSS

Office Address: Marine Terrace, 1018 N. Atlantic Avenue  
Daytona Beach, Florida, 32118  
(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.

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

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

Chairman: None

Address: \_\_\_\_\_

Vice Chairman: None

Address: \_\_\_\_\_

Director: None

Address: \_\_\_\_\_

Director: None

Address: \_\_\_\_\_

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

President: Martin D. Levine

Address: C/O MarketSource Corporation

10 Abeel Road, Cranbury, NJ 08512

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Diane Marullo

Address: C/O MarketSource Corporation

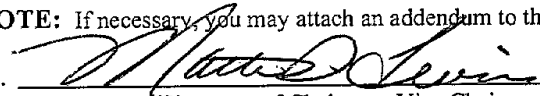
10 Abeel Road, Cranbury, NJ 08512

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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**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. Martin D. Levine

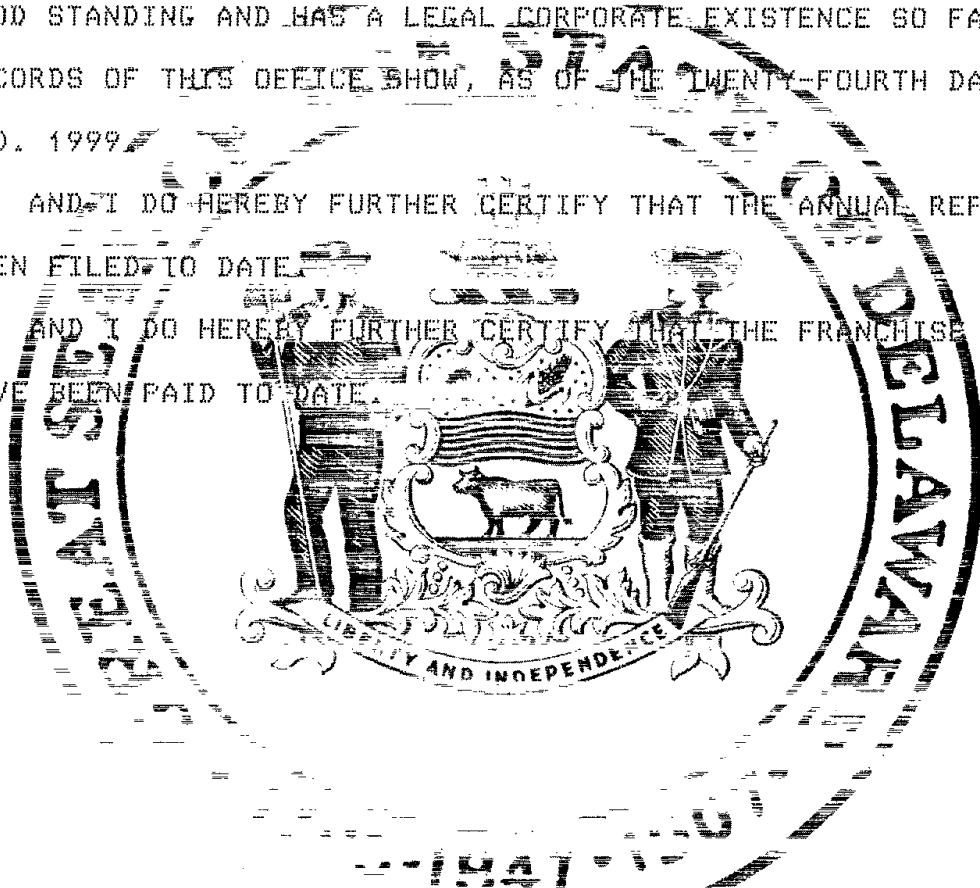
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARKETSOURCE CORPORATION" 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-FOURTH DAY OF MAY, 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.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

05-24-99