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C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400003078394--4

12/22/99 01084 012

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Marketing Drive Worldwide, Inc

- ☒ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☒ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Fict. Filing  
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☐ Photo Copies
- ☐ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ UCC-1 UCC-3  
☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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Thanks, Melanie

DEC 22

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STATE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 22 PM 1:33

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CR2E031 (1-89)

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Application is  
front & back

5 pages

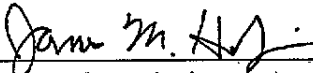
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. Marketing Drive Worldwide, 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. 06-1522891  
(FEI number, if applicable)
4. July 27, 1998  
(Date of incorporation)
5. perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2000  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 372 Danbury Road, Wilton, CT 06897  
(Current mailing address)
8. direct marketing  
(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: 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, Asst. 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.

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: \_\_\_\_\_

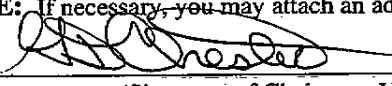
Secretary: \_\_\_\_\_

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)

## Exhibit A

**Kenneth J. Ashley**  
Primary Address:

**Director**  
True North Communications Inc.  
101 East Erie Street  
Chicago, IL 60611 USA

**Gary D. Chester**  
Primary Address:

**Director**  
True North Communications Inc.  
101 East Erie Street  
Chicago, IL 60611 USA

**Dale F. Perona**  
Primary Address:

**Director**  
True North Communications Inc.  
101 East Erie Street  
Chicago, IL 60611 USA

**Kenneth J. Ashley**  
Primary Address:

**Vice President, Treasurer**  
True North Communications Inc.  
101 East Erie Street  
Chicago, IL 60611 USA.

**W. Weston Bray**  
Primary Address:

**President**  
372 Danbury Road  
Wilton, CT 06897 USA

**Gary D. Chester**  
Primary Address:

**Vice President, Secretary**  
True North Communications Inc.  
101 East Erie Street  
Chicago, IL 60611 USA

**Dale F. Perona**  
Primary Address:

**Vice President**  
True North Communications Inc.  
101 East Erie Street  
Chicago, IL 60611 USA

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

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PAGE 1

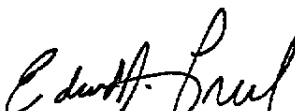
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARKETING DRIVE WORLDWIDE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, 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.

FILED  
99 DEC 22 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Edward J. Freel, Secretary of State

2925422 8300

AUTHENTICATION: 0142285

991539351

DATE: 12-15-99