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ACCOUNT NO. : 072100000032

REFERENCE : 666826 138817A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

FILED
00 APR 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 18, 2000

ORDER TIME : 4:37 PM

ORDER NO. : 666826-005

500003215895--3

CUSTOMER NO: 138817A

CUSTOMER: Mr. Thomas Yohannan
Richards Spears Kibbe & Orbe
57th Floor
1 Chase Manhattan Plaza
New York, NY 10005

FOREIGN FILINGS

NAME: QUAILMARK BOOKS, L.L.C.

RECEIVED
00 APR 20 AM 9:02
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

M00-772
4-20
[Handwritten signatures and initials]

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. QUAILMARK BOOKS, L.L.C.
(Name of foreign limited liability company)
2. DELAWARE 3. APPLIED FOR
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. APRIL 5, 2000 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 99 PARK AVENUE
NEW YORK, NY 10016
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

BIAGIO MAPPETTONE
99 PARK AVENUE
NEW YORK, NY 10016

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

MEDIA COMPANY

Thomas Yohannan
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

THOMAS YOHANNAN
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 20 AM 9:33

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

QUAILMARK BOOKS, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE CO.
(Name)

1201 HAYS ST.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL

32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Judith A. Blarrett
(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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00 APR 20 09 03:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

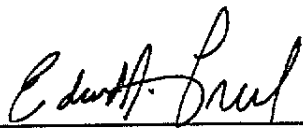
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUAILMARK BOOKS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0388440

DATE: 04-18-00