

M02000001773

Capital Services, Inc.

140 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734

Kathi or Brent

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Hill and Knowlton / SPACOR, LLC (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #) 300006251423-4 -07/08/02--01040-012 \*\*\*\*155.00 \*\*\*\*155.00

4. (Corporation Name) (Document #)

Walk in Pick up time 7/8 Certified Copy

Mail Out Will wait Photocopy Certificate of Status 7/8

NEW FILINGS

- Profit Not for Profit Limited Liability Domestication Other

AMENDMENTS

- Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger

OTHER FILINGS

- Annual Report Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign Limited Partnership Reinstatement Trademark Other

RECEIVED 02 JUL -8 AM 11:09 DIVISION OF CORPORATION

60:2 W 8-7 02 JUL -8 PM 2:09 FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

Examiner's 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. Hill and Knowlton/SAMCOR, LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. Pending (FEI number, if applicable)

4. June 4, 2002 (Date of Organization) 5. Perpetual (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. 2100 Ponce de Leon Blvd., Suite 1201, Coral Gables, Florida 33134 (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:

Hill and Knowlton, Inc., 466 Lexington Avenue, New York, New York 10017

Contemporanea LLC, c/o Juan Cappello, 14 E. 75th Street, New York, New York 10021

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: Public Relations

Handwritten signature of Mark Thorne

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.)

Mark Thorne - Authorized Person

Typed or printed name of signee

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ACCEPTANCE AS REGISTERED AGENT

OF

HILL AND KNOWLTON/SAMCOR, LLC

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 5, 2002

United Corporate Services, Inc.



Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508  
Miami, Florida 33156

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# Delaware

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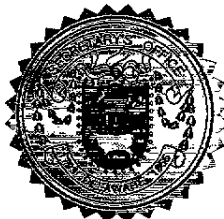
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HILL AND KNOWLTON/SAMCOR, LLC" 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 FIFTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HILL AND KNOWLTON/SAMCOR, LLC" WAS FORMED ON THE FOURTH DAY OF JUNE, A.D. 2002.

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

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1869545

020434500

DATE: 07-05-02.