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TALLAHASSEE, FLORIDA

www.alloy.com

# ALLOY

151 West 26th Street 11th Floor  
New York, NY 10001  
phone: 212.244.4307  
fax: 212.244.4311

December 24, 2002

**VIA AIRBORNE EXPRESS**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

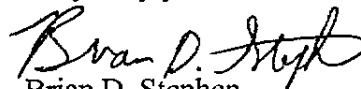
Re: **Alloy Marketing and Promotions, LLC**

Ladies and Gentlemen:

On behalf of Alloy Marketing and Promotions, LLC, a Delaware limited liability company, enclosed herewith for filing with the Department of State of the State of Florida is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. As required by the instructions to the form, also enclosed are a check in the amount of \$125.00 payable to the Department of State and a Certificate of Good Standing of the applicant certified by the Secretary of State of the State of Delaware.

Please contact the undersigned if you have any question regarding the enclosed documents.

Very truly yours,

  
Brian D. Stephen

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TALLAHASSEE, FLORIDA

**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. Alloy Marketing and Promotions, LLC  
(Name of foreign limited liability company)

2. DE 3. 27-0037636  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 11/27/2002 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 1/1/03  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 151 W. 26th St. 11th Fl.  
New York, NY 10001  
(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:

Matthew C. Diamond 151 W. 26th St. 11th Fl. New York, NY 10001

Samuel A. Grades 151 W. 26th St. 11th Fl. New York, NY 10001

James K. Johnson, Jr. 151 W. 26th St. 11th Fl. New York, NY 10001

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: \_\_\_\_\_

To provide media, marketing and related services

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.)

Gina DiGioia  
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Alloy Marketing and Promotions, LLC

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

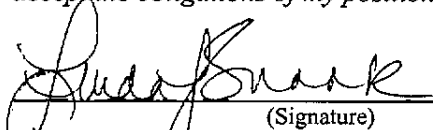
CORPORATION SERVICE COMPANY  
(Name)

1201 HAYES ST.  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE FL 32301  
(City/State/Zip)

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TALLAHASSEE, FLORIDA

*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.*

  
(Signature)  
**LINDA J. SNOOK**

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

# Delaware

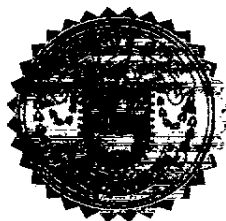
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLOY MARKETING AND PROMOTIONS, 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 TWENTIETH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLOY MARKETING AND PROMOTIONS, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2002.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3595927 8300

AUTHENTICATION: 2161576

020786649

DATE: 12-20-02