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(City/State/Zip/Phone #)

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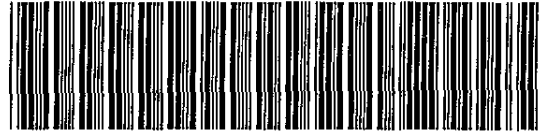
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December 24, 2002

VIA AIRBORNE EXPRESS

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

Re: **360 Youth, LLC**


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

On behalf of 360 Youth, 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

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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. 360 Youth, LLC
(Name of foreign limited liability company)

2. DE 3. 27-0037665
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 11/27/02 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 817.135, 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

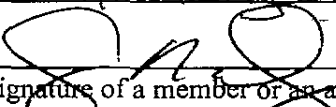
Samuel A. Gradess 151 W. 26th St. 11th Fl. New York, NY 10001

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 Ditzioia
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:

_____ 360 Youth, LLC _____

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

_____ Corporation Service Company _____
(Name)

_____ 1201 Hays Street _____
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.

Kinda J. Snook
KINDA J. SNOOK (Signature) AUTH. REP

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

Delaware

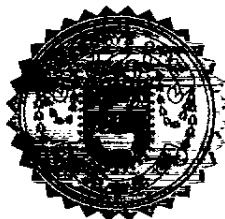
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "360 YOUTH, 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 "360 YOUTH, 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.



3596365 8300

020786645

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2161564

DATE: 12-20-02