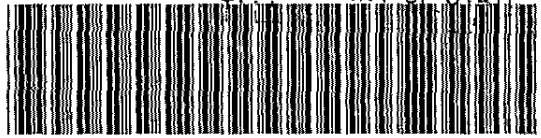


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SECRETARY OF STATE



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03/24/05--01029--007 **125.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only

Melvin J. Fein, P.C.

Attorney at Law

1155 South Washington Street
Ste. 204
Naperville, Illinois 60540

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Tel: (630) 983-5255
Fax: (630) 983-5283
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: 3-16-05

REGISTRATION SECTION
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

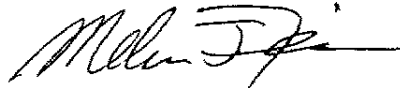
Re: LIVE RETAIL MARKETING, LLC

To whom it may concern:

Enclosed please find 2 original executed Applications by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Transmittal Letter, Certificate of Registered Agent, Certificate of Good Standing and our check in the amount of \$125.00 made payable to Florida Dept. of State. Please return filed documents via enclosed return UPS air bill.

If you have any questions, please contact me.

Very truly yours,



Melvin J. Fein

MJF/jm
Enclosures

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TRANSMITTAL LETTER

2005 MAR 24 P 12:46

TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: LIVE RETAIL MARKETING, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Melvin J. Fein
(Name of Person)

Melvin J. Fein, PC
(Firm/Company)

1155 S. Washington St., Ste. 295
(Address)

Naperville, IL 60540
(City/State and Zip Code)

For further information concerning this matter, please call:

Cheryl Fein at (312) 799-5433
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

\$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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2005 MAR 24 P 12:46

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

SECRETARY OF STATE TALLAHASSEE, 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. LIVE RETAIL MARKETING, LLC (Name of Foreign Limited Liability Company)
2. Illinois (Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for (FBI number, if applicable)
4. 3-11-05 (Date of Organization)
5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a (Date first transacted business in Florida, if prior to registration.)
7. 640 N. LaSalle St., Ste. 295, Chicago, IL 60610 (Street Address of Principal Office)

- 8. If limited liability company is a manager-managed company, check here [X]
9. The name and usual business addresses of the managing members or managers are as follows:

Kevin Berg, 640 N. LaSalle St., Ste. 295, Chicago, IL 60610
Vincent Parrinello, 640 N. LaSalle St., Ste. 295, Chicago, IL 60610

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 field support & Program execution services to marketing agencies & business & the transaction of any or all lawful business for which limited liability companies may be organized under this Act.

Vincent Parrinello
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.)
Vincent Parrinello, Mgr.
Typed or printed name of signee

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

2005 MAR 24 P 12:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

LIVE RETAIL MARKETING, LLC

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

CT CORPORATION SYSTEM

(Name)

1200 S. Pine Island Rd.

Florida Street Address (P.O. Box NOT ACCEPTABLE)

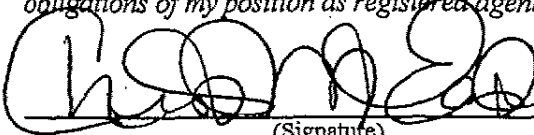
Plantation

FL

33324

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, Florida Statutes.



(Signature)

Christine M. Eastwine
Assistant Secretary

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

File Number

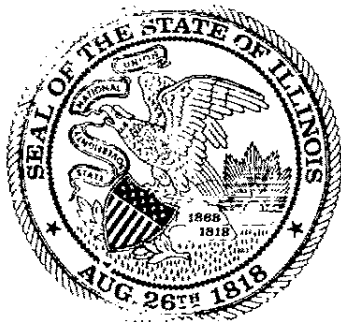
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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

LIVE RETAIL MARKETING, LLC,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON MARCH 11, 2005,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



*In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this* 11TH
day of MARCH A.D. 2005

Jesse White

SECRETARY OF STATE