

M 05000003099

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

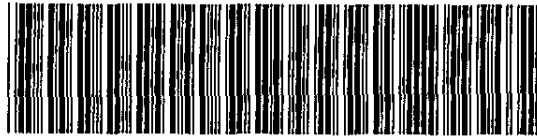
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

13K

Office Use Only



400055701774

FILED
05 JUN -8 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
05 JUN -8 PM 2:16
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 343283 7159174

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : April 28, 2005

ORDER TIME : 1:02 PM

ORDER NO. : 343283-100

CUSTOMER NO: 7159174

CUSTOMER: Catherine Mcdermott
Hogan & Hartson L.l.p.
875 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: NEWS AMERICA MARKETING
IN-STORE SERVICES L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

FILED
05 JUN -8 AM 8:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

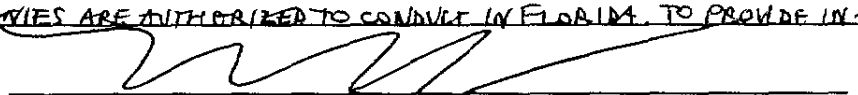
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

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. NEWS AMERICA MARKETING IN-STORE SERVICES L.L.C.
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-2576288
(FEI number, if applicable)
4. 10/31/1995
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 3/11/05
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 20 WESTPORT ROAD
WILTON, CT 06897
(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:
SEE ATTACHED LIST

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: SUCH BUSINESS AS LIMITED
LIABILITY COMPANIES ARE AUTHORIZED TO CONDUCT IN FLORIDA TO PROVIDE IN-STORE MARKETING
PROMOTS AND 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.)

LAWRENCE A. JACOBS

Typed or printed name of signee

FILED
05 JUN - 8 AM 8:05
SECRETARY OF STATE
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:

NEWS AMERICA MARKETING IN-STORE SERVICES L.L.C.

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

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.

Corporation Service Company

By:

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

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

Officers of News America Marketing In-Store Services L.L.C.

Name:

Title:

K. Rupert Murdoch	Chairman of the Board
Paul V. Carlucci	Chief Executive Officer
Chris Mixson	President
David F. DeVoe	Senior Executive Vice President
Lawrence A. Jacobs	Senior Executive Vice President
John Linguiti	Executive Vice President
Eugene Klein	Executive Vice President
Jan F. Constantine	Senior Vice President
Eugenie Gavenchak	Senior Vice President
John Nallen	Senior Vice President
Wayne Campanelli	Senior Vice President
Tom Leprine	Vice President
Robert P. Gannon	Vice President, Controller and Assistant Secretary
Paula M. Wardynski	Vice President, Treasurer and Assistant Secretary
Lesley R. Cohen	Assistant Secretary and Assistant Treasurer
Michelle V. Francis	Vice President and Assistant Secretary
Len Carollo	Senior Tax Director
Laura O'Leary	Secretary

For filing with the Florida Secretary of State for News America Marketing In-Store
Services L.L.C.

Business Address for all Officers:

c/o News Corporation
1211 Avenue of the Americas
New York, NY 10036

Delaware

PAGE 1

The First State

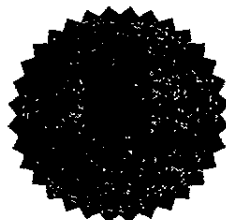
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWS AMERICA MARKETING IN-STORE SERVICES L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWS AMERICA MARKETING IN-STORE SERVICES L.L.C." WAS FORMED ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2557532 8300

050345071



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3844874

DATE: 04-28-05