



Department of State.

CERTIFICATE OF AUTHORITY OF

IN-STORE ADVERTISING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **IN-STORE ADVERTISING, INC.**

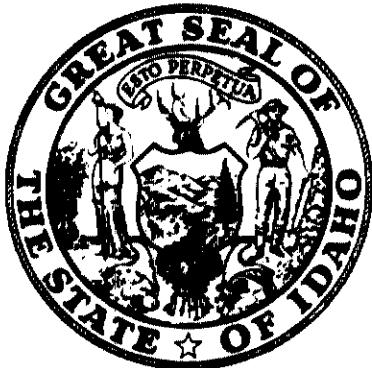
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **IN-STORE ADVERTISING, INC.**

to transact business in this State under the name **IN-STORE ADVERTISING, INC.**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated December 26, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zahala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

DEC 26 9 11 AM '89
SECRETARY OF STATE

1. The name of the corporation is In-Store Advertising, Inc.

2. The name which it shall use in Idaho is same as above

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 11/26/86 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is The Prentice-Hall Corporation, Inc., 32 Loockerman Square, Suite L-100
Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 275 Madison Avenue, New York, N.Y. 10016

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc.,
877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Computer controlled moving message signs

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See Attached Rider</u>		

(continued on reverse)

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 15, 1989

In-Store Advertising, Inc.

(Corporation Name)

By

Robert E. Polansky
Its President/ Vice President (please specify)

and

John E. Sykes
Its Secretary/ Assistant Secretary (please specify)

STATE OF New York)

COUNTY OF New York) ss:

I, Kathleen A. McEntyre, a notary public, do hereby certify that on this 15th day of December, 19 89, personally appeared before me Robert E. Polansky, who being by me first duly sworn, declared that (s)he is the President of In-Store Advertising

that (s)he signed the foregoing document as the President of the corporation and that the statements therein contained are true.

KATHLEEN A. McENTYRE
Notary Public, State of New York
No. 31-4800386
Qualified in New York County
Commission Expires 7/13/91

Kathleen A. McEntyre
Notary Public

Rider A

Names, Titles and Business Address of all Officers and Directors

SECRETARY OF STATE

Name	Title	Business Address
Robert E. Polansky	President, Chief Executive Officer and Director	275 Madison Avenue New York, N.Y. 10016
Israel H. Polansky	Chairman, Secretary and Director	275 Madison Avenue New York, N.Y. 10016
John E. Capps	Vice President Finance and Assistant Secretary	275 Madison Avenue New York, N.Y. 10016
James King	Vice President and Director of Marketing	275 Madison Avenue New York, N.Y. 10016
Steve McCormack	Director	717 Fifth Avenue New York, NY 10022
Jeffrey Walker	Director	277 Park Avenue New York, N.Y. 10017
S. Curtis Johnson	Director	1525 Howe Street Racine, Wisconsin 53403
Bruce Maggin	Director	ABC 77 W. 66th Street New York, N.Y. 10023



DEC 26 9 11 AM '89
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY IN-STORE ADVERTISING, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12448162

DATE: 12/12/1989