

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

VALASSIS IN-STORE MARKETING, INC.

File number C 106635

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VALASSIS IN-STORE MARKETING, 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 VALASSIS IN-STORE MARKETING, INC. to transact business in this State under the name VALASSIS IN-STORE MARKETING, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siebel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

JUN 13 10 14 AM '94

To the Secretary of State of Idaho

SECRETARY OF STATE

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:

1. The name of the corporation is Valassis In-Store Marketing, Inc.
2. The name which it shall use in Idaho is _____
(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 2/25/94 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is 36111 Schoolcraft Rd, Livonia MI 48150
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
In-store promotional marketing

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940613 0900 87804 2
CK #: 46121 CUST# 4567
CORP 1@ 120.00= 120.00

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

Name	Office	Address
<u>David A. Brandon</u>	<u>President and Director</u>	<u>36111 Schoolcraft Rd., Livonia MI 48150</u>
<u>Robert L. Recchia</u>	<u>Treasurer and Director</u>	<u>"</u>
<u>Barry P. Hoffman</u>	<u>Secretary and Director</u>	<u>"</u>

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/26/94

Valassis In-Store Marketing, Inc.
(Corporation name)

By Robert L. Recchia
Its President/Vice President (please specify)

and Barry P. Hoffman
Its Secretary/Assistant Secretary (please specify)

STATE OF Michigan)
COUNTY OF Wayne) ss:

I, Judith L. Czapewski, a notary public, do hereby certify that on this 26th day of May, 19 94, personally appeared before me Robert L. Recchia and Barry P. Hoffman, who being by me first duly sworn, declared that (s)he is the Vice President and Secretary of VALASSIS In-Store Marketing, Inc.

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

Judith L. Czapewski
Notary Public

JUDITH CZAPEWSKI
Notary Public, Wayne County, MI
My Commission Expires Oct. 14, 1998

State of Delaware

Office of the Secretary of State

Jun 13 10 14 AM '94

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALASSIS IN-STORE MARKETING, 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 EIGHTH DAY OF JUNE, A.D. 1994.

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

*William T. Quillen*

William T. Quillen, Secretary of State

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AUTHENTICATION: 7143067

DATE: 06-08-94