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FOREIGN PROFIT QUALIFICATION

141 Worldwide Boomerang Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607 1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. 141 Worldwide Boomerang Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-2502617 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 14, 2005 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 15, 2005 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607 1501 & 607 1502, F.S., to determine penalty liability)

7. 498 Seventh Avenue, New York, New York 10018 (Principal office address)

498 Seventh Avenue, New York, New York 10018 (Current mailing address)

8. retail marketing services (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Boulevard, Suite 508

Miami, Florida 33156 (City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

United Corporate Services, Inc.

By: Michael A. Court, President (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See Schedule A attached hereto.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Schedule A attached hereto.

Address: _____

Vice President: _____

Address: _____

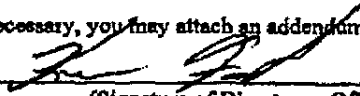
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Director or Officer listed in number 12 of the application)

14. Kevin Farewell, Secretary _____
(Typed or printed name and capacity of person signing application)

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Schedule A to the
 Application by Foreign Corporation for Authorization to Transact Business in Florida
 for 141 Worldwide Boomerang Inc.

12. Names and business addresses of officers and/or directors:

OFFICERS:

Name	Title	Address
George Soukup	Chief Executive Officer	350 West Mart Center Drive Suite 1150 Chicago, Illinois 60654
Sheila Hartnett	President	498 Seventh Avenue New York, New York 10018
Kevin Farewell	Secretary	125 Park Avenue New York, New York 10017
Tom Lobene	Treasurer	125 Park Avenue New York, New York 10017
Thomas O. Neuman	Senior Vice President - Taxes	125 Park Avenue New York, New York 10017

DIRECTORS:

Name	Address
Paul W.G. Richardson	125 Park Avenue New York, New York 10017
Kevin Farewell	125 Park Avenue New York, New York 10017
Thomas O. Neuman	125 Park Avenue New York, New York 10017
Tom Lobene	125 Park Avenue New York, New York 10017
Jay Farrell	350 West Mart Center Drive Suite 1150 Chicago, Illinois 60654

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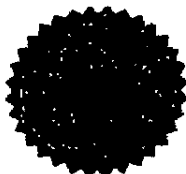
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "141 WORLDWIDE BOOMERANG 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 SIXTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "141 WORLDWIDE BOOMERANG INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF MARCH, A.D. 2005.

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



3939287 8300
050620472

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4210113

DATE: 10-06-05

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TALLAHASSEE, FLORIDA

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