

CERTIFICATE OF INCORPORATION

-of-

PAGE ADVERTISING AGENCY, INC.

(Pursuant to Article Two of
the Stock Corporation Law)

We, the undersigned, for the purpose of forming a corporation, pursuant to Article Two of the Stock Corporation Law of the State of New York, certify:

FIRST: The name of the corporation will be PAGE ADVERTISING AGENCY, INC.

SECOND: The purposes for which said corporation is to be formed are as follows:

a. To design, write, prepare, place, publish and display, in any and every manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements in publications of all kinds; to do bill posting; to manufacture, install, supply, maintain and operate billboards, signboards and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; to do a general advertising, press agency and publicity business in all its branches; and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such purposes.

b. To purchase, manufacture, produce, import or otherwise acquire, and to sell or otherwise dispose of, export, exchange, trade and deal in, either as principal, agent or otherwise, goods, wares, merchandise, commodities and personal property of every kind and description.

c. To purchase, lease or otherwise acquire, to hold, use, operate and develop, and to sell or otherwise dispose of, real and personal property of all kinds and in particular, lands, buildings, factories, shops, mills, warehouses and all kinds of plants, stores, business concerns, establishments, undertakings and enterprises, stocks of merchandise, machinery, equipment, fixtures, trademarks, trade-

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names and any interest in real or personal property.

d. To purchase or otherwise acquire, and to hold, sell or otherwise dispose of mortgages, bonds, debentures and other securities and evidences of indebtedness, shares of stock, accounts receivable, choses in action and claims of any kind whatsoever.

e. To act as factors or selling agents for merchants, manufacturers and others; to buy, sell, make advances against and otherwise deal in accounts and other receivables; to deal in and make advances on the security of merchandise, including but not limited to trust receipts, conditional bills of sale, chattel mortgages and factors' liens.

f. To render advisory, managerial and other services, excepting legal services, in connection with the liquidation, promotion, organization, reorganization, recapitalization, consolidation or merger of any business, firm, association, corporation or person, or other legal entity, public or private, domestic or foreign.

g. To cause to be formed, merged, reorganized or liquidated, and to promote, take charge of, and aid in any way permitted by law the promotion, merger, reorganization or liquidation of any corporation, association or organization of any kind, domestic or foreign, and to act as agent for any such corporation, association or organization in the promotion, merger, reorganization or liquidation thereof.

h. To take, purchase or otherwise acquire, to sell, assign, transfer or otherwise dispose of, and to mortgage, rent, lease, develop, improve, repair, alter, maintain, manage, operate and otherwise deal in and with real property and any and all legal and equitable interests therein.

i. To apply for, purchase, or in any manner to acquire, to hold, own, use, develop and operate, to sell or in any manner dispose of, to grant or license rights in respect of and in any manner deal with patents, patent rights, copyrights, inventions, improvements, processes, licenses, franchises, trademarks and franchises, which may lawfully be purchased, acquired, owned, held, used, sold or dealt with by corporations formed under the Stock Corporation Law of the State of New York.

j. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the

liabilities of any such business.

k. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

l. To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under Article 2 of the Stock Corporation Law of the State of New York.

m. To sell, improve, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

n. To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

o. To enter into, make, perform and carry out contracts and subcontracts of every sort and kind, either as principal, agents or otherwise, which may be necessary, or convenient for the business of the corporation or business of a similar nature, which any person, firm, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or possession or colony thereof, or any foreign government, so far as and to the extent that the same may be done or performed by corporations organized under the Stock Corporation Law of the State of New York.

p. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in conjunction with other corporations, firms or individuals, and to employ, either directly or indirectly, persons, firms, corporations, agents, servants, messengers, laborers and all other persons, and to do all and everything incidental or appertaining to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

q. To do any and all of the things hereinabove set forth to the same extent as natural persons might or could do in any part of the world.

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r. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of New York upon corporations organized under the provisions of the Stock Corporation Law.

s. Nothing herein contained is to be construed as authorizing this corporation to possess any banking power or any other power which may not be possessed or exercised by a corporation organized under the Stock Corporation Law of the State of New York.

THIRD: The total number of shares that may be issued by the corporation is Two hundred (200), all of which shall be of one class, namely Common Stock, and without par value.

FOURTH: The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

FIFTH: The corporation may issue and sell its authorized shares without par value for such consideration as, from time to time, may be fixed by the Board of Directors.

SIXTH: The location of the office of said corporation shall be in the Borough of Manhattan, County of New York, State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation, which may be served upon him, shall be in care of Herbst & Herbst, 521 Fifth Avenue, New York 17, New York.

SEVENTH: The duration of said corporation shall be perpetual.

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CERTIFICATE OF INCORPORATION

-of-

PACE ADVERTISING AGENCY, INC.

(Pursuant to Article Two of
the Stock Corporation Law)

We, the undersigned, for the purpose of forming a corporation, pursuant to Article Two of the Stock Corporation Law of the State of New York, certify:

FIRST: The name of the corporation will be PACE ADVERTISING AGENCY, INC.

SECOND: The purposes for which said corporation is to be formed are as follows:

a. To design, write, prepare, place, publish and display, in any and every manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements in publications of all kinds; to do bill posting; to manufacture, install, supply, maintain and operate billboards, signboards and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; to do a general advertising, press agency and publicity business in all its branches; and to make all contracts and do all things proper, incidental and conducive to the complete attainment of such purposes.

b. To purchase, manufacture, produce, import or otherwise acquire, and to sell or otherwise dispose of, export, exchange, trade and deal in, either as principal, agent or otherwise, goods, wares, merchandise, commodities and personal property of every kind and description.

c. To purchase, lease or otherwise acquire, to hold, use, operate and develop, and to sell or otherwise dispose of real and personal property of all kinds and in particular, lands, buildings, factories, shops, mills, warehouses and all kinds of plants, stores, business concerns, establishments, undertakings and enterprises, stocks of merchandise, machinery, equipment, fixtures, trademarks, trade-

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names and any interest in real or personal property.

d. To purchase or otherwise acquire, and to hold, sell or otherwise dispose of mortgages, bonds, debentures and other securities and evidences of indebtedness, shares of stock, accounts receivable, choses in action and claims of any kind whatsoever.

e. To act as factors or selling agents for merchants, manufacturers and others; to buy, sell, make advances against and otherwise deal in accounts and other receivables; to deal in and make advances on the security of merchandise, including but not limited to trust receipts, conditional bills of sale, chattel mortgages and factors' liens.

f. To render advisory, managerial and other services, excepting legal services, in connection with the liquidation, promotion, organization, reorganization, recapitalization, consolidation or merger of any business, firm, association, corporation or person, or other legal entity, public or private, domestic or foreign.

g. To cause to be formed, merged, reorganized or liquidated, and to promote, take charge of, and aid in any way permitted by law the promotion, merger, reorganization or liquidation of any corporation, association or organization of any kind, domestic or foreign, and to act as agent for any such corporation, association or organization in the promotion, merger, reorganization or liquidation thereof.

h. To take, purchase or otherwise acquire, to sell, assign, transfer or otherwise dispose of, and to mortgage, rent, lease, develop, improve, repair, alter, maintain, manage, operate and otherwise deal in and with real property and any and all legal and equitable interests therein.

i. To apply for, purchase, or in any manner to acquire, to hold, own, use, develop and operate, to sell or in any manner dispose of, to grant or license rights in respect of and in any manner deal with patents, patent rights, copyrights, inventions, improvements, processes, licenses, privileges, chattels, easements and franchises which may lawfully be purchased, acquired, owned, held, used, sold or dealt with by corporations formed under the Stock Corporation Law of the State of New York.

j. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the

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liabilities of any such business.

k. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

l. To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under Article 2 of the Stock Corporation Law of the State of New York.

m. To sell, improve, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

n. To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

o. To enter into, make, perform and carry out contracts and subcontracts of every sort and kind, either as principal, agents or otherwise, which may be necessary, or convenient for the business of the corporation or business of a similar nature, which any person, firm, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or possession or colony thereof, or any foreign government, so far as and to the extent that the same may be done or performed by corporations organized under the Stock Corporation Law of the State of New York.

p. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firm or individuals, and either as principals, agents, contractors or otherwise and to do every other act or acts, thing or things, incidental or appertaining to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

q. To do any and all of the things hereinabove set forth to the same extent as natural persons might or could do in any part of the world.

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r. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of New York upon corporations organized under the provisions of the Stock Corporation Law.

s. Nothing herein contained is to be construed as authorizing this corporation to possess any banking power or any other power which may not be possessed or exercised by a corporation organized under the Stock Corporation Law of the State of New York.

THIRD: The total number of shares that may be issued by the corporation is Two hundred (200), all of which shall be of one class, namely Common Stock, and without par value.

FOURTH: The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus the aggregate amount of consideration received by the corporation for the issuance of shares without par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

FIFTH: The corporation may issue and sell its authorized shares without par value for such consideration as, from time to time, may be fixed by the Board of Directors.

SIXTH: The location of the office of said corporation shall be in the Borough of Manhattan, County of New York, State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation, which may be served upon him, shall be: in care of Herbst & Herbst, 521 Fifth Avenue, New York 17, New York.

SEVENTH: The duration of said corporation shall be perpetual.

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EIGHTH: The number of directors of said corporation shall be not less than three (3) nor more than nine (9). The directors need not be stockholders.

NINTH: A. That the number of directors who shall be present at any meeting in order to constitute a quorum for the transaction of any business or of any specified item of business shall be at least seventy-five (75%) of all of the directors of the corporation.

B. That the number of votes of directors that shall be necessary for the transaction of any business or of any specified item of business at any meeting of directors shall be at least seventy-five (75%) of the vote cast by all of the directors of the corporation.

C. That the number of shares having voting power, the holders of which shall be present in person or represented by proxy at any meeting in order to constitute a quorum for the transaction of any business or any specified item of business, shall be at least seventy-five (75%) of all the issued and outstanding number of shares of the said Corporation.

D. The number of votes or consents of the stockholders of stock having voting power which shall be necessary for the transaction of any business at any meeting of or by the stockholders, including amendments to the certificate of incorporation, or the giving of any consent, shall be seventy-five (75%) of the issued and outstanding shares entitled to vote.

E. The provisions specified in the foregoing subparagraphs "A", "B", "C" and "D" hereof shall be in force and effect until October 10th, 1959.

TENTH: The names and post office addresses of the directors of said corporation until the first annual meeting of stockholders are as follows:

NAME	HOME OFFICE ADDRESS
SAMUEL E. HERBST	521 Fifth Avenue, New York, N. Y.
IRVING LIKE	521 Fifth Avenue, New York, N. Y.
BETTY DIAMOND	521 Fifth Avenue, New York, N. Y.

ELEVENTH: The names and post office addresses of the subscribers to this certificate and the number of shares of stock which each agrees to take in said corporation are as follows:

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NAMES	POST-OFFICE ADDRESSES	NO. OF SHARES SUBSCRIBED
SAMUEL B. HERBST	521 Fifth Ave., New York, N.Y.	1
IRVING LIKE	521 Fifth Ave., New York, N.Y.	1
BETTY DIAMOND	521 Fifth Ave., New York, N.Y.	1

TWELFTH: All the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States and residents of the State of New York; all persons named as directors herein are of full age and at least one of them is a citizen of the United States and a resident of the State of New York.

THIRTEENTH: The Secretary of State is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have duly made, subscribed and acknowledged this certificate the 14th day of October, 1949.

Samuel B. Herbst
Samuel B. Herbst

Irving Like
Irving Like

Betty Diamond
Betty Diamond

STATE OF NEW YORK
COUNTY OF NEW YORK ss.

On this 14th day of October, 1949, personally came SAMUEL B. HERBST, IRVING LIKE, and BETTY DIAMOND, known to me to be the persons described in, and who executed the foregoing certificate of incorporation, and they thereupon severally acknowledged to me that they executed the same.

Dorothy Cohen
Notary

DOROTHY COHEN
Notary Public City of New York
No. 21-024228
Qualified in Kings County
Certs. filed with Kings Co. Clk. & Reg.
Term Expires March 30, 1952

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EIGHTH: The number of directors of said corporation shall be not less than three (3) nor more than nine (9). The directors need not be stockholders.

NINTH: A. That the number of directors who shall be present at any meeting in order to constitute a quorum for the transaction of any business or of any specified item of business shall be at least seventy-five (75%) of all of the directors of the corporation.

B. That the number of votes of directors that shall be necessary for the transaction of any business or of any specified item of business at any meeting of directors shall be at least seventy-five (75%) of the vote cast by all of the directors of the corporation.

C. That the number of shares having voting power, the holders of which shall be present in person or represented by proxy at any meeting in order to constitute a quorum for the transaction of any business or any specified item of business, shall be at least seventy-five (75%) of all the issued and outstanding number of shares of the said Corporation.

D. The number of votes or consents of the stockholders of stock having voting power which shall be necessary for the transaction of any business at any meeting of or by the stockholders, including amendments to the certificate of incorporation, or the giving of any consent, shall be seventy-five (75%) of the issued and outstanding shares entitled to vote.

E. The provisions specified in the foregoing subparagraphs "A", "B", "C" and "D" hereof shall be in force and effect until October 10th, 1959.

TENTH: The names and post office addresses of the directors of said corporation until the first annual meeting of stockholders are as follows:

<u>NAMES</u>	<u>POST-OFFICE ADDRESSES</u>
SAMUEL B. HERBST	521 Fifth Avenue, New York, N. Y.
IRVING LIKE	521 Fifth Avenue, New York, N. Y.
BETTY DIAMOND	521 Fifth Avenue, New York, N. Y.

ELEVENTH: The names and post office addresses of the subscribers to this certificate and the number of shares of stock which each agrees to take in said corporation are as follows:

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NAMES	POST-OFFICE ADDRESSES	NO. OF SHARES SUBSCRIBED
SAMUEL B. HERBST	521 Fifth Ave., New York, N.Y.	1
IRVING LIKE	521 Fifth Ave., New York, N.Y.	1
BETTY DIAMOND	521 Fifth Ave., New York, N.Y.	1

TWELFTH: All the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States and residents of the State of New York; all persons named as directors herein are of full age and at least one of them is a citizen of the United States and a resident of the State of New York.

THIRTEENTH: The Secretary of State is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served.

IN WITNESS WHEREOF, we have duly made, subscribed and acknowledged this certificate the 14th day of October, 1949.

Samuel B. Herbst
Samuel B. Herbst

Irving Like
Irving Like

Betty Diamond
Betty Diamond

STATE OF NEW YORK)
COUNTY OF NEW YORK)SS:

On this 14th day of October, 1949, before me personally came SAMUEL B. HERBST, IRVING LIKE and BETTY DIAMOND, to me known, and known to me to be the persons described in, and who executed the foregoing certificate of incorporation, and they thereupon severally and duly acknowledged to me that they executed the same.

Dorothy Cohen
Notary

DOROTHY COHEN
Notary Public, State of New York
No. 21-6521226
Qualified in Kings County
Certs. filed with Kings Co. Clk. & Reg.
Term Expires March 30, 1952

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CERTIFICATE OF INCORPORATION

PAGE ADVERTISING AGENCY, INC.

(pursuant to Article Two of
the Stock Corporation Law)

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 19 1949

TAX \$ 10.00

FILING FEE \$ 40.00

Thomas J. Flinn

Secretary of State

By *[Signature]*

305 BROADWAY
NEW YORK