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B Y - L A W S

OF

BISMARCK MEDIA COMMUNICATIONS, INC.

ARTICLE I

OFFICES

Section 1. The office of the corporation shall be located in the **City of New York, County of New York, State of New York**.

Section 2. The corporation may also have offices at such other places both within and without the State of New York as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

ANNUAL MEETINGS OF SHAREHOLDERS

Section 1. All meetings of shareholders for the election of directors shall be held in the City of New York, County of New York, State of New York, at such place as may be fixed from time to time by the board of directors, or at such other place either within or without the State of New York as shall be designated from time to time by the board of directors and stated in the notice of meeting.

Section 2. Annual meetings of shareholders shalll be held at such time as the board of directors shall designate, at which they shall elect by a plurality vote, a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written or printed notice of the annual meeting stating the place, date and hour of the meeting shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the chairman, the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting.

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ARTICLE III

SPECIAL MEETINGS OF SHAREHOLDERS

Section 1. Special meetings of shareholders may be held at such time and place within or without the State of New York as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman, the president, the board of directors, or the holders of not less than a majority of all the shares entitled to vote at the meeting.

Section 3. Written or printed notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by, or at the direction of, the president, the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. The notice should also indicate that it is being issued by, or at the direction of, the person calling the meeting.

Section 4. The business transacted at any special meeting of shareholders shall be limited to the purposes stated in the notice.

ARTICLE IV

QUORUM AND VOTING OF STOCK

Section 1. The holders of a majority of the shares of stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

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Section 2. If a quorum is present, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders, unless the vote of a greater or lesser number of shares of stock is required by law or the certificate of incorporation.

Section 3. Each outstanding share of stock having voting power shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact.

Section 4. The board of directors in advance of any shareholders' meeting may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and, on the request of any shareholder entitled to vote thereat, shall appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

Section 5. Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon.

ARTICLE V

DIRECTORS

Section 1. The number of directors constituting the entire board shall consists of no less than one director and no more than ten directors. Directors shall be at least eighteen years of age and need not be residents of the State of New York nor shareholders of the corporation. The directors, other than the first board of directors, shall be elected at the annual meeting of the shareholders, except as hereinafter provided, and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected and qualified. The first board of directors shall hold office until the first annual meeting of shareholders.

Section 2. Any or all of the directors may be removed, with or without cause, at any time by the vote of the shareholders at a special meeting called for that purpose.

Any director may be removed for cause by the action of the directors at a special meeting called for that purpose.

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Section 3. Unless otherwise provided in the certificate of incorporation, newly created directorships resulting from an increase in the board of directors and all vacancies occurring in the board of directors, including vacancies caused by removal without cause, may be filled by the affirmative vote of a majority of the board of directors; however, if the number of directors then in office is less than a quorum then such newly created directorships and vacancies may be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office until the next meeting of shareholders at which election of directors is the regular order of business, and until his successor shall have been elected and qualified. A director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 4. The business affairs of the corporation shall be managed by its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the shareholders.

Section 5. The directors may keep the books of the corporation, except such as are required by law to be kept within the state, outside the State of New York, at such place or places as they may from time to time determine.

Section 6. The board of directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the board of directors, regular or special, may be held either within or without the State of New York.

Section 2. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the shareholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent of all the directors.

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Section 3. Regular meetings of the board of directors may be held upon such notice, or without notice, and at such time and at such place as shall from time to time be determined by the board.

Section 4. Special meetings of the board of directors may be called by the president on three days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the chairman or the president or secretary in like manner and on like notice on the written request of one director.

Section 5. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. A majority of the directors shall constitute a quorum for the transaction of business unless a greater or lesser number is required by law or by the certificate of incorporation. The vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors, unless the vote of a greater number is required by law or by the certificate of incorporation. If a quorum sHall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Unless the certificate of incorporation provides otherwise, any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 8. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

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ARTICLE VII

BOARD COMMITTEES

Section 1. The board of directors, by resolution adopted by a majority of the entire board, may designate, from among its members, an executive committee and other committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except as otherwise required by law. Vacancies in the membership of the committee shall be filled by the board of directors at a regular or special meeting of the board of directors. The executive committee shall keep regular minutes of its proceedings and report the same to the board when required.

ARTICLE VIII

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or shareholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice of a meeting is required to be given under the provisions of the statutes or under the provisions of the certificate of incorporation or these by-laws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX

OFFICERS

Section 1. The officers of the corporation shall be so chosen by the board of directors and shall be a chairman, a president, a secretary and a treasurer. The board of directors may also choose vice-presidents, and one or more assistant secretaries and assistant treasurers.

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Section 2. The board of directors at its first meeting after each annual meeting of shareholders shall choose a chairman, a president, a secretary and a treasurer, none of whom need be a member of the board.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

THE CHAIRMAN

Section 6. The chairman shall be the chief executive officer of the corporation, shall preside at all meetings of the shareholders and the board of directors and shall have general management of the business of the corporation.

THE PRESIDENT

Section 7. The president shall be the chief operating officer of the corporation, shall have active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 8. He and the chairman shall each have the power to execute bonds, mortgages and other contracts requiring a seal under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

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THE VICE-PRESIDENTS

Section 9. The vice-president or, if there shall be more than one, the vice-presidents in the order determined by the board of directors, shall, in the absence or disability of the chairman and the president, perform the duties and exercise the powers of the chairman and the president and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 10. The secretary shall attend all meetings of the board of directors and all meetings of the shareholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chairman, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 11. The assistant secretary or, if there be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 12. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

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Section 13. The treasurer shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14. If required by the board of directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 15. The assistant treasurer, or, if there shall be more than one, the assistant treasurers in the order determined by the board of directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE X

CERTIFICATES FOR SHARES

Section 1. The shares of the corporation shall be represented by certificates signed by the chairman or vice-chairman of the board or the president or a vice-president and the secretary or an assistant secretary or the treasurer or an assistant treasurer of the corporation and may be sealed with the seal of the corporation or a facsimile thereof.

When the corporation is authorized to issue shares of more than one class there shall be set forth upon the face or back of the certificate, or the certificate shall have a statement that the corporation will furnish to any shareholder upon request and without charge, a full statement of the designation, relative rights, preferences, and limitations of the shares of each class authorized to be issued and, if the corporation is authorized to issue any class of preferred shares in series, the designation, relative rights, preferences and limitations of each such series so far as the same have been fixed and the authority of the board of directors to designate and fix the relative rights, preferences and limitations of other series.

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Section 2. The signatures of the officers of the corporation upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or an employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of issue.

LOST CERTIFICATES

Section 3. The board of directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the board of directors, in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems adequate, to protect the corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

TRANSFERS OF SHARES

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate canceled and the transaction recorded upon the books of the corporation.

FIXING RECORD DATE

Section 5. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the board of directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of any meeting nor more than fifty days prior to any other action. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board fixes a new record date for the adjourned meeting.

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REGISTERED SHAREHOLDERS

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of New York.

LIST OF SHAREHOLDERS

Section 7. A list of shareholders as of the record date, certified by the corporate officer responsible for its preparation or by a transfer agent, shall be produced at any meeting upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting and all persons who appear from such list to be shareholders entitled to vote thereat may vote at such meeting.

ARTICLE XI

GENERAL PROVISIONS

DIVIDENDS

Section 1. Subject to the provisions of the certificate of incorporation relating thereto, if any, dividends may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in shares of the capital stock or in the corporation's bonds or its property, including the shares or bonds of other corporations subject to any provisions of law and of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

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CHECKS

Section 3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

Section 4. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

SEAL

Section 5. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE XII

AMENDMENTS

Section 1. These by-laws may be amended or repealed or new by-laws may be adopted at any regular or special meeting of shareholders at which a quorum is present or represented, by the vote of the holders of shares entitled to vote in the election of any directors, provided notice of the proposed alteration, amendment or repeal be contained in the notice of such meeting. These by-laws may also be amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of the board of directors at any regular or special meeting of the board. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of the shareholders for the election of directors the by-laws so adopted, amended or repealed, together with a precise statement of the changes made.

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ARTICLE XIII

INDEMNIFICATION

Section 1. The corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, or criminal, including an action by or in the right of the corporation to procure a judgment in its favor or an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he or she, or his or her testator or intestate, was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement, penalties, and costs, charges and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein; provided, however, that no indemnification shall be provided to any such person if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty, and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, and provided further that the foregoing proviso shall prohibit such indemnification only to the extent that such indemnification is prohibited by Section 721 of the New York Business Corporation Law, or any provision successor thereto, as then in effect (the exception to indemnification set forth in this proviso is referred to as the "Eligibility Exception"); and further provided that anything in this Article XIII to the contrary notwithstanding, no indemnification nor payment of any advance shall be provided to any director or officer in connection with any suit, claim, action, investigation or proceeding, and threat thereof, arising out of the director's or officer's service to the corporation (including any act or failure to act in the course of such service to the corporation) or to another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the corporation's request voluntarily commenced by the director or officer against the corporation, any affiliate or any other director, officer, employee or agent of the corporation or any affiliate or any employee benefit plan of the corporation or an affiliate unless the institution of such action, suit or proceeding was authorized prior to its commencement by a majority vote of the board of directors or the director or officer is successful on the merits in such action, suit or proceeding. The termination of any civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that the person did not act in accordance with the standard of conduct set forth in the Eligibility Exception or that he had reasonable cause to believe that his conduct was unlawful. The corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such person of his or her duties to the corporation also imposes duties on or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to applicable law shall be considered fines; and action taken or omitted by a person with

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respect to an employee benefit plan in the performance of such person's duties for a purpose reasonably believed by such person to be in the interest of the participants and beneficiaries of the plan shall be deemed to be in accordance with the standard of conduct set forth in the Eligibility Exception.

Section 2. A person who has been successful on the merits or otherwise in defense of any civil or criminal action or proceeding referred to in Section 1 of this Article XIII shall be indemnified as provided therein.

Section 3. Except as provided in Section 2 of this Article XIII, any indemnification of a director or officer of the corporation under Section 1 of this Article XIII (unless ordered by a court) shall be made by the corporation only if authorized in the specific case (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action or proceeding upon a finding that the director or officer has met the standard of conduct set forth in the Eligibility Exception, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, (x) by the board of directors upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct set forth in the Eligibility Exception has been met by the director or officer or (y) by the shareholders upon a finding that the director or officer has met the standard of conduct set forth in the Eligibility Exception.

Section 4. Expenses incurred by a director or officer in defending a civil or criminal action or proceeding shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be found that he or she is not entitled to be indemnified by the corporation as authorized in this Article XIII or, where indemnification is granted to the extent the expenses so advanced by the corporation or allowed by a court exceed the indemnification to which he is entitled. The board of directors may authorize the corporation's counsel to represent such director or officer in any action or proceeding, whether or not the corporation is a party to such action or proceeding.

Section 5. Any indemnification of a director or officer of the corporation under Sections 1 and 2 of this Article XIII, or advance of expenses to a director or officer Section 4 of this Article XIII, shall be made promptly, and in any event within 30 days, upon the written request of the director or officer. If a determination by the corporation that the director or officer is entitled to indemnification pursuant to this Article XIII is required, and the corporation fails to provide such a determination within 60 days of a written request for indemnity, the corporation shall be deemed to have approved such request. If the corporation denies a written request for indemnity or

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advancement of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 30 days, the right to indemnification or advances as granted by this Article XIII shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advance of expenses under Section 4 of this Article XIII where the required undertaking, if any, has been received by the corporation) that the claimant has not met the standard of conduct set forth in the Eligibility Exception, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, its independent legal counsel and its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the standard of conduct set forth in the Eligibility Exception, nor the fact that there has been an actual determination by the corporation (including its board of directors, its independent legal counsel or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 6. If any person is entitled under any provisions of this Article XIII to indemnification by the corporation for some or a portion of the judgments, fines, penalties, costs, charges or reasonable expenses (including attorneys' fees) incurred in, and amounts paid or to be paid in settlement of, an action or proceeding described in Section 1 of this Article XIII or any appeal therein, but not, however, for the total amount thereof, the corporation shall nevertheless indemnify such person for the portion thereof to which he is entitled.

Section 7. In the event that the indemnification provided for in Section 1 of this Article XIII is unavailable to a person described therein for any reason whatsoever, the corporation, in lieu of indemnifying such person, shall contribute to the amount incurred by him, whether for judgments, fines, penalties, costs, charges, expenses and/or for amounts paid or to be paid in settlement, in connection with any action or proceeding described in Section 1 of this Article XIII, or any appeal therein, in such proportion as is deemed fair and reasonable in light of all of the circumstances of such action pursuant to the determination process described in Sections 1 and 3 of this Article XIII or by the court before which such action was brought in order to reflect (i) the relative benefits received by the corporation and the director or officer as a result of the event(s) and/or transaction(s) giving cause to such action and/or (ii) the relative fault of the corporation (and its other directors and officers) and the director or officer in connection with such event(s) and/or transaction(s). A person described in Section 1 of this Article XIII shall not be entitled to contribution from the corporation under this Section 7 in the event it is determined pursuant to Section 1 or 3 hereof, or by the court before which such action was brought, that the director's or officer's conduct was not in accordance with the standard of conduct set forth in the Eligibility Exception. A person's right to contribution under this Section 7 shall be determined in accordance with, pursuant to and in the same manner as

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set forth in, the provisions in Sections 3 and 5 of this Article XIII relating to such person's right to indemnification under this Article XIII.

Section 8. Each director or officer of the corporation shall promptly advise the corporation in writing of the institution of any action, suit or proceeding which is or may be subject to this Article XIII, but the omission so to notify the corporation will not relieve the corporation from any liability which it may have to such person otherwise than under this Article XIII.

Section 9. In the event of payment of indemnification to a person described in Section 1 of this Article XIII, the corporation shall be subrogated to the extent of such payment to all of the rights of recovery of such person, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the corporation effectively to bring suit to enforce such rights.

Section 10. The corporation shall not be liable under this Article XIII to make any payment in connection with any claim made against a person described in Section 1 of this Article XIII to the extent such person has otherwise actually received payment (under any insurance policy, by-law or otherwise) of the amounts otherwise indemnifiable hereunder.

Section 11. The indemnification provided by this Article XIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the official capacity of any director or officer and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. The corporation is hereby authorized, but shall not be required, to enter into agreements with any of its directors, officers or employees providing for rights to indemnification and advancement and reimbursement of reasonable expenses including attorneys' fees, to the extent permitted by law, but the corporation's failure to do so shall not in any manner affect or limit the rights provided for by this Article XIII or otherwise.

Section 12. The foregoing indemnification provisions of this Article XIII shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while these provisions are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any action or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such "contract right" may not be modified retroactively without the consent of such director or officer.

Section 13. If this Article XIII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director

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or officer of the corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, to the fullest extent permitted by any applicable portion of this Article XIII that shall not have been invalidated and to the fullest extent permitted by applicable law.

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NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through August 2, 2019.

Selected Entity Name: BPCM NYC, LTD.
Selected Entity Status Information

Current Entity Name:	BPCM NYC, LTD.
DOS ID #:	2403613
Initial DOS Filing Date:	JULY 29, 1999
County:	NEW YORK
Jurisdiction:	NEW YORK
Entity Type:	DOMESTIC BUSINESS CORPORATION
Current Entity Status:	ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

BPCM NYC, LTD.
537 WEST 25TH STREET
3RD FLOOR
NEW YORK, NEW YORK, 10001

Chief Executive Officer

VANESSA VON BISMARCK
CARRIE E PHILLIPS
537 WEST 25TH STREET 3RD FLOOR
NEW YORK, NEW YORK, 10001

Principal Executive Office

BPCM NYC, LTD.
537 WEST 25TH STREET
3RD FLOOR
NEW YORK, NEW YORK, 10001

Registered Agent

NONE

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This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

# of Shares	Type of Stock	$ Value per Share
1000	Par Value	.01

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAY 11, 2007	Actual	BPCM NYC, LTD.
MAR 10, 2004	Actual	BISMARCK PHILLIPS COMMUNICATIONS & MEDIA, INC.
JUL 29, 1999	Actual	BISMARCK MEDIA COMMUNICATIONS, INC.

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

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NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through April 5, 2013.

Selected Entity Name: BPCM NYC, LTD.
Selected Entity Status Information

Current Entity Name:	BPCM NYC, LTD.
DOS ID #:	2403613
Initial DOS Filing Date:	JULY 29, 1999
County:	NEW YORK
Jurisdiction:	NEW YORK
Entity Type:	DOMESTIC BUSINESS CORPORATION
Current Entity Status:	ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

BPCM NYC, LTD.
550 BROADWAY
3RD FL
NEW YORK, NEW YORK, 10012

Chief Executive Officer

VANESSA VON BISMARCK
550 BROADWAY
3RD FL
NEW YORK, NEW YORK, 10012

Principal Executive Office

BPCM NYC, LTD.
550 BROADWAY
3RD FL
NEW YORK, NEW YORK, 10012

Registered Agent

NONE

This office does not record information regarding the names and addresses of officers, shareholders or directors of nonprofessional corporations except the

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chief executive officer, if provided, which would be listed above. Professional corporations must include the name(s) and address(es) of the initial officers, directors, and shareholders in the initial certificate of incorporation, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

# of Shares	Type of Stock	$ Value per Share
1000	Par Value	.01

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
MAY 11, 2007	Actual	BPCM NYC, LTD.
MAR 10, 2004	Actual	BISMARCK PHILLIPS COMMUNICATIONS & MEDIA, INC.
JUL 29, 1999	Actual	BISMARCK MEDIA COMMUNICATIONS, INC.

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CARRIE PHILLIPS
BPCM NYC LTD C/O FORTE MANAGEMENT LLC
200 VESEY STREET, 24TH FLOOR
NEW YORK NY 10281

Enclosed is the information you requested. Your payment of $50.00 is hereby acknowledged.

If the name on the enclosed document(s) does not match exactly with the name of the entity you requested, this office does not have a record of the exact name you requested. The document(s) provided appear(s) to be of sufficient similarity to be the entity requested.

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State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of BPCM NYC, LTD. was filed on 07/29/1999, under the name of BISMARCK MEDIA COMMUNICATIONS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment BISMARCK MEDIA COMMUNICATIONS, INC., changing its name to BISMARCK PHILLIPS COMMUNICATIONS & MEDIA, INC., was filed 03/10/2004.

A Certificate of Amendment BISMARCK PHILLIPS COMMUNICATIONS & MEDIA, INC., changing its name to BPCM NYC, LTD., was filed 05/11/2007.

STATE OF NEW YORK
DEPARTMENT OF STATE
EXCELSIOR

***

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 08th day of July two thousand and nineteen.

Brendan C Hughes

Brendan C Hughes
Executive Deputy Secretary of State

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EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
11/18/26	Victor DeVita	

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