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Cook County Recorder 31.00

File Number 6137-689-5



State of Illinois  
Office of  
The Secretary of State

Property of Cook County Clerk's Office

244-17

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF YELLOW BOOK USA, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 27TH day of NOVEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

BOX 170

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Form **BCA-13.15**  
(Rev. Jan. 1999)

**APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

NOV 27 2000

JESSE WHITE  
SECRETARY OF STATE

**This space for use by  
Secretary of State**

Date 11-27-01

License Fee \$           

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$           

Approved: Mr. F. / 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: Yellow Book USA, Inc.

*(Complete item 1 (b) only if the corporate name is not available in this state.)*

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 10/29/1996

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: \_\_\_\_\_

(b) Address of principal office in Illinois:  
(If none, so state)

100 North Centre Avenue, Rockville Ctr, NY 11570

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent	<u>CT CORPORATION SYSTEM</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>c/o CT CORPORATION SYSTEM, 208 S. La Salle Street</u>		
	Number	Street	Suite #
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	City	ZIP Code	County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
New York

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
<u>President</u>	<u>SEE ATTACHMENT</u>			
<u>Secretary</u>				
<u>Director</u>				
<u>Director</u>				
<u>Director</u>				

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7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Delaware General Corporation Law and permitted under the Illinois Business Corporation Act. Publication of yellow pages directories

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.01	1,000	100

9. Paid-in Capital: \$ 1.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 7,700,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 500,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 340,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 35,000,000.00

11. Interrogatories: (Important - this section must be completed)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: SEE ATTACHMENT
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 11/17 (Month & Day) 00 (Year) Yellow Book USA, Inc. (Exact Name of Corporation)

attested by William Kracklauer (Signature of Secretary or Assistant Secretary) Tim Zalak (Signature of President or Vice President)

William Kracklauer, Asst. Secretary by Tim Zalak - (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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Attachment to Illinois  
Application for Certificate of Authority to Transact Business in Illinois  
**Illinois Offices for Contract Forwarding**

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1. Full Address: 100 North Centre Avenue, Rockville Centre,  
NY 11570

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BOX 170

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## DIRECTORS

YELLOW BOOK USA, INC.

John Condron  
Yellow Pages Limited  
Queen's Walk  
Reading, UK R61 7PT

Vernon Irwin  
BT North America, Inc.  
Reston Town Center  
11921 Freedom Drive  
Reston, VA 20190

Joseph Walsh  
Yellow Book USA, Inc.  
100 North Centre Avenue  
Rockville Centre, NY 11570

John McElligott  
BT Centre  
81 Newgate Street  
London, UK EC1A 7AJ

Jan L. Vinokour  
BT North America, Inc.  
40 East 52<sup>nd</sup> Street  
New York, NY 10022

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## OFFICERS

YELLOW BOOK USA, INC.

John Condron  
Chairman  
Yellow Pages Limited  
Queen's Walk  
Reading, UK R61 7PT

Joseph Walsn  
President and CFO  
Yellow Book USA, Inc.  
100 North Centre Avenue  
Rockville Centre, NY 11570

Tim Zalak  
Chief Financial Officer  
Yellow Book USA, Inc.  
100 North Centre Avenue  
Rockville Centre, NY 11570

Paul Rouse  
Treasurer  
Yellow Book USA, Inc.  
100 North Centre Avenue  
Rockville Centre, NY 11570

Lynn Morzorati  
Assistant Treasurer  
Syntegra (USA) Inc.  
4201 Lexington Avenue North  
Arden Hills, MN 55126

Jan L. Vinokour  
Secretary  
BT North America, Inc.  
40 East 52<sup>nd</sup> Street  
New York, NY 10022

William Kracklauer  
Assistant Secretary  
40 East 52nd Street  
New York, NY 10022

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