

Filing fee: \$75.00

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APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

ADVO, Inc.

FILED

MAY 1 1997

BY *[Signature]*
18-1709

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on March 13, 1986, authorizing it to transact business in Rhode Island under the name of ADVO, Inc.

SECOND: The corporate name of the corporation has been changed to
NO CHANGE
(If no change, so indicate!)

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: NO CHANGE
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [See §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
5,000,000	Preferred	A	\$ 0.01
40,000,000	Common		\$ 0.01

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 126,370,630

(B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 414,170,889

(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 101,810

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Dated February 25, 1997

By Robert Hunt
Its Vice President
and David M. Styler
Its Secretary

STATE OF Connecticut }
COUNTY OF Stafford } Sc.

At Windsor, Ct in said County on the 25th day
of February 1997, before me personally appeared
Robert Hunt, who being by me first duly sworn, declared that he is the
Vice President of ADVO, Inc.
that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

Barbara A. Tress
Notary Public

My Commission Exp. Oct. 31, 1998

(NOTARIAL SEAL)

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ADVO-SYSTEM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 1986, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8432679
DATE: 04-23-97