

814949

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

**\*RE-SUBMIT\***  
Please retain original filing  
date of submission 5/20/08

REGISTERED AGENT CHANGE

MCCANN-ERICKSON USA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	3
Estimated Charge	\$35.00

08 MAY 20 AM 10: 58

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DIVISION OF CORPORATIONS

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May 21, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MCCANN-ERICKSON USA, INC.  
1114 6TH AVENUE  
18TH FLOOR - TAX DEPT  
NEW YORK, NY 10036US

SUBJECT: MCCANN-ERICKSON USA, INC.  
REF: 814949

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records show UNITED STATES CORPORATION COMPANY 1201 HAYES STREET SUITE 105 TALLAHASSEE, FLORIDA 32301 as the CURRENT registered agent. Please correct your document accordingly.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irena Albritton  
Regulatory Specialist II

Letter Number: 708A00032232

RECEIVED  
2008 MAY 22 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: McCann-Erickson USA, Inc.
2. The principal office address: 622 Third Avenue  
New York, NY 10017
3. The mailing address (if different): 1114 6th Avenue, 18th Floor - Tax Dept.  
New York, NY 10036
4. Date of incorporation/qualification: 12/27/1960 Document number: 814949
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:  
United States Corporation Company  
1201 Hays Street, Suite 105  
Tallahassee, FL 32301
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):  
C T Corporation System  
c/o C T Corporation System, 1200 South Pine Island Road  
(P.O. Box NOT acceptable)  
Plantation, Florida 33324

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

[Signature] Mark Eppley, Attorney in Fact  
(Signature of an officer or director) (Printer or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: C T Corporation System  
[Signature] 5/14/08  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity: Mark S. Eppley  
Assistant Vice-President  
and Secretary  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E045 (8/05)