

Young & Rubicam Inc.

A27618

285 Madison Avenue
New York, New York 10017-6486

FILED

98 APR -1 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 13, 1998

Florida Dept. of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/20/98--01112--008
*****52.50 *****52.50

Re: Certificate of Amendment of Limited Partnership of Young & Rubicam L.P.
EIN: 13-3493149
Florida #: A27618

Dear Sir/Madam:

Please find enclosed a Certificate of Amendment to Certificate of Limited Partnership for Young & Rubicam L.P. prepared in compliance with Florida Statute 620.109. A check in the amount of \$52.50 is included to cover the fee for filing the amendment.

If we may be of any further assistance in this matter, please contact Andrew J. Kachianos, Senior Tax Analyst, at 212-210-5338.

Sincerely,

Andrew J. Kachianos

Andrew J. Kachianos
Senior Tax Analyst

cc: Brian P. Curran, V.P., Director of Taxes

Kristin Lizotte GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DCC. EXAM.

A27618

Name	
Availability	
Document Examiner	<i>Let</i>
Updater	<i>Let</i>
Updater Verifier	<i>Let</i>
Acknowledgement	<i>Let</i>
W. P. Verifier	<i>Let</i>

Amended
Let
4/1

ILING 52.50
C. COPY _____
R. AGENT _____
TOTAL 52.50
BALANCE DUE \$ _____
REFUND \$ _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1998

YOUNG & RUBICAM LIMITED PARTNERSHIP
285 MADISON AVENUE
TAX DEPARTMENT
NEW YORK, NY 10017

SUBJECT: YOUNG & RUBICAM LIMITED PARTNERSHIP
Ref. Number: A27618

We have received your document for YOUNG & RUBICAM LIMITED PARTNERSHIP and your check(s) totaling \$165.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The subject limited partnership's certificate of authority was revoked April 18, 1997, for failure to file an annual report.

To reinstate the limited partnership you should file a current annual report/reinstatement, which has been signed by a general partner.

The partnership must pay filing fees totaling \$52.50, an amount equal to the total amount it would have paid this office had it filed its annual reports in a timely manner. In addition to the filing fees, there is a fine of \$500 for each year or part thereof during which the limited partnership's certificate was revoked for the years 1984 through the present, and \$88.75 supplemental fee per year from 1992 forward. If a registered agent has not been previously designated, an additional \$35 is due to designate the registered agent.

The total amount due to reinstate is \$1,282.50. An additional \$8.75 is due for each certificate of status requested.

Attached is a computer printout for the above referenced limited partnership which reflects the total amount contributed and anticipated to be contributed by the limited partners last reported to this office. The amount listed in Block 5a or 8a of the document and the amount last reported to this office must be identical. Please amend Block 5a or 8a accordingly.

The corporation you have listed as the general partner withdrew from our office on Jan. 16, 1997. You will need to file an amendment to change the general partner.

If we have had no written response within 60 days of this letter, we will consider your document abandoned.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1998

ANDREW J. KACHIANOS
YOUNG & RUBICAM INC.
285 MADISON AVENUE
NEW YORK, NY 10017-6486

SUBJECT: YOUNG & RUBICAM LIMITED PARTNERSHIP
Ref. Number: A27618

We have received your document for YOUNG & RUBICAM LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 298A00003895

Young & Rubicam Inc.

285 Madison Avenue
New York, New York 10017-6486

February 24, 1998

R:AR:Y&R LP Florida

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Young & Rubicam Limited Partnership
Ref. Number: A27618
1997 and 1998 Florida Annual Reports

Dear Madam/Sir:

In response to your attached letter, I spoke with Kathy at (904) 487-6051 regarding why Young & Rubicam L.P.'s 1998 Florida Annual Report was not accepted and sent back. According to Kathy, the State of Florida did not accept Young & Rubicam L.P.'s 1998 Florida Annual Report because we did not file a 1997 Annual Report. However, our records indicate that an Application For Reinstatement for Limited Partnership along with all required fees and payments was properly filed on June 11, 1997. ✓

Enclosed is a copy of the 1997 Application For Reinstatement for Limited Partnership (includes the 1997 Annual Report), a copy of the certified mail receipt, copies of both checks mailed in the amount of \$1,625 and 1,085, and a copy of a canceled check in the amount of \$1,625. ✓

Please update your records and accept Young & Rubicam L.P.'s 1998 Florida Annual Report, also enclosed. ✓

Sincerely,



Kristin Lizotte
Tax Accountant



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 11, 1998

KRISTIN LIZOTTE, TAX DEPT.
YOUNG & RUBICAM INC.
285 MADISON AVE.
NEW YORK, NY 10017-6486

SUBJECT: YOUNG & RUBICAM LIMITED PARTNERSHIP
Ref. Number: A27618

We have received your document for YOUNG & RUBICAM LIMITED PARTNERSHIP and your check(s) totaling \$1790.00. However, the document has not been filed and is being retained in this office for the following:

Enclosed please find the form and instructions for filing a Certificate of Amendment with our office. As you recall, the amendment must be filed in order to change the general partner of the limited partnership from YOUNG & RUBICAM INC., a New York corporation, to YOUNG & RUBICAM INC., a Delaware corporation.

The fee to file the amendment is \$52.50.

This will also confirm the total amount due to reinstate the limited partnership is \$782.50. Therefore, there is a balance due of \$617.50 to reinstate the limited partnership.

This will further acknowledge that we are holding the supplemental affidavit and the \$1625, which were submitted last year. This document will be processed as soon as we receive the aforementioned amendment document and the additional fees that are due.

If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 698A00013204

Young & Rubicam Inc.

285 Madison Avenue
New York, New York 10017-6486

March 24, 1998

R:AR:Y&P LP Florida

**Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Brenda Tadlock**

**RE: Young & Rubicam L.P.
Ref. Number: A27618
Letter Number: 698A00013204
1997 and 1998 Florida Annual Reports**

Dear Ms. Tadlock:

**In response to the attached request and our conversation on March 11, 1998,
enclosed is the Certificate of Amendment along with the following three checks:**

Fee for Certificate of Amendment	\$ 52.50
1997 Registration Fee	\$1625.00
1998 Registration Fee (782.50-165.00)	\$ 617.50 ✓

The general partners of Young & Rubicam LP are:

Young & Rubicam Inc.	F97000000263 (0)
Young & Rubicam Partner Two, Inc.	F97000000617 ✓

****Please send a Certificate of Status for 1997 and 1998 for Young &
Rubicam L.P.** ✓

**If you have further questions regarding this matter please contact me at (212)
210-5184 or by e-mail at Kristin_Lizotte@yr.com.**

Sincerely,



**Kristin Lizotte
Tax Accountant**

✓

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

FILED
98 APR - 1 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Young & Rubicam L.P.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The Certificate of Limited Partnership should be amended to:

<u>Name</u>	<u>State of Incorporation</u>	<u>FEIN</u>	<u>Florida Registration #</u>
Delete: Young & Rubicam Inc.	New York	13-1493710	F93000002490
Add: Young & Rubicam Inc.	Delaware	13-1493710	F97000000263 (0)
Y&R Partner Two Inc.	Delaware	13-3929822	F97000000617
Address for both: 285 Madison Ave., New York, NY 10017			

Brian P. Curran, V.P.
(Signature of a General Partner)

BRIAN P. CURRAN, V.P. - Young & Rubicam Inc.
(Typed or printed name of General Partner signing above)

STATE OF New York

COUNTY OF New York

On this 24 day of March, 1998, Brian P. Curran personally
appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Lillian Lampedusa
(Notary Public Signature)

(Notary's Printed Name) LILLIAN LAMPEDUSA
Notary Public, State of New York
No. 4937477
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires April 30, 1998

Seal

My Commission Expires: