

3-34201

CT CORPORATION SYSTEM

CORPORATION(S) NAME

DMB&B/Americas, Inc.

FILED
01 SEP 10 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input checked="" type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name

9/10/01

Order#: 3761653

700004578487--6

-09/10/01--01083--040

Ref#:

*****35.00 *****35.00

Amount: \$

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

2001 SEP 10 PM 1:00
TO AGENCY OF FILING

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coullie SEP 12 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 10, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: DMB&B/AMERICAS, INC.
Ref. Number: 334201

We have received your document for DMB&B/AMERICAS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The person signing in the capacity of officer for the corporation must have a title other than "authorized officer". ✓

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 301A00050783

From: Melanie
Please ★ Back-Date this filing to 9-10-01 when submitted. Thanks A Million! Melanie 222-1092

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 SEP 12 PM 1:21

★ PLEASE
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Florida Department of State, Sandra B. Mortham, Secretary of State

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, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: DMB&B/Americas, Inc.
2. The mailing address of the corporation is: 1675 Broadway, 3rd Floor-Tax Department, New York, NY 10019
3. Date of incorporation/qualification: 8/26/1968 Document number: 334201
4. The name and address of the current registered agent and office:
United Corporate Services, Inc.
801 NE 167th Street
Miami, FL 33162
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)
C T Corporation System
c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Lauren Greco
(Signature of an officer, chairman or vice chairman of the board)

8/27/2001
(Date)

Attorney-in-Fact
(Printed or typed name and title)

8/27/2001
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Christine M. Eastwine
(Signature of Registered Agent) Assistant Secretary

9/7/01
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Bcom3 Group, Inc.Power of Attorney

NOTICE IS HEREBY GIVEN that Bcom3 Group, Inc. (the "Company"), a corporation organized under the laws of the State of Delaware, does hereby appoint **Lauren Greco and Paul Foreman** as attorneys-in-fact for the Company to act for the Company and in the Company's name, effective as of this date through December 31, 2001, unless earlier revoked by the Company, for the following limited purpose:

To execute documents necessary to change the registered agent and registered office, or the agent and office of similar import, of the Company and its subsidiaries, as listed on the attached, in any state, to The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 24th day of August, 2001.


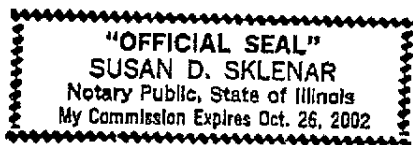
Bcom3 Group, Inc.



Carla R. Michelotti
Executive Vice President
General Counsel/Operations

State of Illinois)
County of Cook)

This instrument was signed before me on the 24th day of August, 2001.



Susan D. Sklenar
Notary Public