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FILED
May 11 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 846070 (1)

1. Corporation Name
J. WALTER THOMPSON U.S.A., INC.

Principal Place of Business	Mailing Address
420 LEXINGTON AVE NY NY 10170 US	C/O WPP GROUP USA, INC 309 WEST 49TH ST. 14TH FL NY NY 10019-399 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 05/23/1980

4. FEI Number: 13-3016052 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☒ No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______ Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	AT	☐ DELETE	1.1 TITLE		☐ Change ☐ Addition
NAME	NEUMAN, THOMAS O		1.2 NAME		
STREET ADDRESS	69 ASPINWALL RD		1.3 STREET ADDRESS		
CITY-ST-ZIP	BRIARCLIFF MANOR NY		1.4 CITY-ST-ZIP		
TITLE	EVP	☐ DELETE	2.1 TITLE		☐ Change ☐ Addition
NAME	JORDAN, JAMES J.		2.2 NAME		
STREET ADDRESS	17 HILL STREET		2.3 STREET ADDRESS		
CITY-ST-ZIP	RYE NY		2.4 CITY-ST-ZIP		
TITLE	EVP	☒ DELETE	3.1 TITLE	CEO/Director	☐ Change ☒ Addition
NAME	GIANINNO, SUSAN		3.2 NAME	Schweitzer, Peter A.	
STREET ADDRESS	90 COACHLAMP LANE		3.3 STREET ADDRESS	99 Lothrop Road	
CITY-ST-ZIP	STANFORD CT		3.4 CITY-ST-ZIP	Gross Pointe Farms, MI 48236	
TITLE	SD	☐ DELETE	4.1 TITLE	Executive VP	☒ Change ☐ Addition
NAME	POLLET, RICHARD		4.2 NAME		
STREET ADDRESS	67 LUDLOW DR.		4.3 STREET ADDRESS		
CITY-ST-ZIP	CHAPPAQUA, NY.		4.4 CITY-ST-ZIP		
TITLE	CD	☒ DELETE	5.1 TITLE	CFO/Director	☐ Change ☒ Addition
NAME	PATTERSON, JAMES B		5.2 NAME	Trencher, Lewis J.	
STREET ADDRESS	760 W END AVENUE		5.3 STREET ADDRESS	29 Penn Blvd.	
CITY-ST-ZIP	NEW YORK NY		5.4 CITY-ST-ZIP	Scarsdale, NY 10583	
TITLE	EVD	☐ DELETE	6.1 TITLE		☐ Change ☐ Addition
NAME	DARLAND, STEPHEN A.		6.2 NAME		
STREET ADDRESS	313 GOODHILL RD		6.3 STREET ADDRESS		
CITY-ST-ZIP	KENTFIELD CA		6.4 CITY-ST-ZIP		

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

CR2E034 (10/97)

J. WALTER THOMPSON U.S.A., INC.

Peter A. Schweitzer CEO/Dir.	99 Lothrop Rd. Gross Pointe Farms, MI 48236
Lewis J. Trencher CFO/Dir.	29 Penn Blvd. Scarsdale, NY 10583
Stephen E. Brown Executive V.P.	1726 Shoe Club Dr. St. Clairs Shores, MI 48080
John Clinton Executive V.P.	329 Warwick Road Kenilworth, IL 60043
Jeff De Joseph Executive V.P.	3 Ferdal Rd. Bronxville, NY 10708
Lori Donchak Executive V.P.	221 Woodstock Kenilworth, IL 60043
Melvin P. Foster Executive V.P.	25217 E. Roycourt Rd. Huntington Wood, MI 48070
Roy A. Glah Executive V.P.- Administration	47 Carriglea Drive Riverside, CT. 06878
Richard Howting Executive V.P.	3976 Oakhills Drive Birmingham, MI 48010
James Jordan Executive V.P.	17 Hill Street Rye, NY 10580
Michael E. Lollis Executive V.P.	8405 Jett Ferry Road Atlanta, GA 30350
Robert J. McClowry Executive V.P.	24945 Fairmont Dearborn, MI 48124
Jean D. Pool Executive V.P.	10 Boniello Drive Somers, NY 10589

Richard Pollet Executive V.P. Gen. Cnsl., Secy.	67 Ludlow Drive Chappaqua, NY 10514
Dennis Ryan Executive V.P.	200 Church Rd Winnetka, IL 60093
Jeffrey White Executive V.P.	170 Spaulding Creet Court Dunwoody, GA 30360
Thomas O. Neuman Assistant Treasurer	69 Aspinwall Road Briarcliff Manor, NY 10510
Christopher Jones Director	14 East 63rd Street New York, NY 10021

EAM:dk\POJWTUSA