

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 846148
1. Corporation Name
Leo Burnett Worldwide, Inc.

Principal Place of Business
35 West Wacker Drive
Chicago, IL 60601

Mailing Address
35 West Wacker Drive
Chicago, IL 60601

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
June 4, 1980

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	4. FEI Number 36-2677628 Applied For Not Applicable	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

10. Name and Address of New Registered Agent

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

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 fee, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS <input type="checkbox"/> DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE	See complete list, attached	1.1 TITLE	
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Carla R. Michaloth*

April 22, 1998 312-220-5959

CR2E034 (10/97)

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LEO BURNETT WORLDWIDE, INC.
1998 FLORIDA ANNUAL REPORT

<u>Name</u>	<u>Office Held</u>	<u>Residential Address</u>
Cheryl R. Berman	Director Executive Vice President Deputy Chief Creative Officer	666 Fourth Street Wilmette, IL 60091
Mary O. Bishop	Director	634 Foster Evanston, IL 60201
✓ Michael E. Breslin	Director Vice Chairman Human Resources and Law Worldwide General Counsel Secretary	395 Westwood Drive Barrington, IL 60010
Jane M. Cahill	Vice President	1825 North Lincoln Plaza Chicago, IL 60614
✓ Michael Conrad	Director Vice Chairman Chief Creative Officer	1140 Lake Shore Boulevard Evanston, IL 60202
Reiner Erfert	Director	Geierfeld 16 D-65812 Bad Soden-Altenhain Germany
Jeff Fergus	Director	3 Fawcett Street London, SW10 9HN England
✓ Richard B. Fizdale	Director Chairman of the Board Chief Executive Officer	999 East Lake Shore Drive Chicago, IL 60611
Roger A. Haupt	Director Vice Chairman Chief Administrative Officer	3286 R.F.D. Long Grove, IL 60047
Jack M. Klues	Director	312 South Derbyshire Lane Arlington Heights, IL 60004
Charles McQueen	Director	2003 Chestnut Avenue Wilmette, IL 60091
Carla R. Michelotti	Executive Vice President Assistant Secretary	680 North Lake Shore Drive Chicago, IL 60611
Thomas A. Nossem	Senior Vice President	9229 South Ridgeway Evergreen Park, IL 60642
✓ James G. Oates	Director President	2404 Harrison Evanston, IL 60201

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<u>Name</u>	<u>Office Held</u>	<u>Residential Address</u>
Alan G. Roehl	Director	14448 Ashley Court Orland Park, IL 60462
Kerry M. Rubie	Director Vice Chairman, Client Relations	12A Albert Court Prince Consort Road London SW7, England
James E. Thompson	Director	1124 Sheridan Road Evanston, IL 60202
Gregory J. Vichick	Senior Vice President	4039 Lawn Avenue Western Springs, IL 60558
Peter K. Volz	Director	114 South Brighton Place Arlington Heights, IL 60004
✓ William C. Weirath	Vice President Treasurer	2000 Brentwood Lane Wheaton, IL 60187
Albert C.M. Winninghoff	Director Vice Chairman Chief Operating Officer	Herenweg 69 3625 AC Breukeleveen The Netherlands
Linda S. Wolf	Director	516 West Maple Hinsdale, IL 60521
Giacomo Zandomenego	Senior Vice President	1000 E. Island Boulevard Miami, FL 33160