

846148

Florida Department of State  
Division of Corporations  
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## COR AMND/RESTATE/CORRECT OR O/D RESIGN

LEO BURNETT WORLDWIDE, INC.

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2007 DEC 17 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDASECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 DEC 17 AM 8:00

RECEIVED

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1304, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

846148

(Document number of corporation (if known))

1. Leo Burnett Worldwide, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. June 4, 1980  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 28, 2007
5. MMS USA Holdings, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.
- no change  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- no change  
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Sandra J. Thorson  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Sandra J. Thorson December 4, 2007  
(Typed or printed name of person signing)

Vice President  
(Title of person signing)

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# Delaware

PAGE 1

## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"MMS USA HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "LEO BURNETT WORLDWIDE, INC." UNDER THE NAME OF "MMS USA HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2007, AT 9:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2007.

0715508 8330

071286348

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6210801

DATE: 12-05-07