



THE UNITED STATES CORPORATION COMPANY

F00000004379

ACCOUNT NO. : 072100000032

REFERENCE : 783115 4349124

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

FILED STATE DEPARTMENT OF CORPORATIONS 00 AUG -3 PM 1:17

ORDER DATE : August 1, 2000

ORDER TIME : 9:45 AM

ORDER NO. : 783115-015

CUSTOMER NO: 4349124

300003345003--9

CUSTOMER: Megan Hutchinson, Paralegal
The Interpublic Group Of
1271 Avenue Of The Americas

New York, NY 10020

FOREIGN FILINGS

NAME: CROSSMEDIACEM, INC.

(4)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

Handwritten signature

RECEIVED 00 AUG -3 AM 10:42 DEPARTMENT OF STATE DIVISION OF REGISTRATION FALL ABBESSEE TERRACE

STATE OF NEW YORK
DEPARTMENT OF CORPORATIONS
00 AUG -3 PM 1:17

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Nicholas J. Camera (Sole Director)

Address: 1271 Avenue of the Americas
New York, NY 10020

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Nicholas J. Camera

Address: 1271 Avenue of the Americas
New York, NY 10020

Vice President: Albert Conte

Address: 136 Madison Avenue
New York, NY 10017

Secretary: Paul J. Curley

Address: 1271 Avenue of the Americas
New York, NY 10020

Treasurer: Steven D. Berns

Address: 136 Madison Avenue
New York, NY 10017

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul J. Curley, Secretary
(Typed or printed name and capacity of person signing application)

State of Delaware

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Office of the Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PH 1:17

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CROSSMEDIACEM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0593104

DATE: 08-01-00