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Division of Corporations
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Division of Corporations
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REGISTERED AGENT CHANGE
GROUP M WORLDWIDE, INC.

Certificate of Status	0
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RA Change

06-18-097

**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, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: GROUP M WORLDWIDE, INC.
2. The principal office address: 498 Seventh Avenue
New York, NY 10018
3. The mailing address (if different): c/o WPP, 125 Park Ave., 4th Fl.
New York, NY 10017
4. Date of incorporation/qualification: October 30, 2000 Document number: F00000006049
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

NRAI Services, Inc.

2731 Executive Park Drive, Suite 4

Weston, FL 33331

6. The name and street address of the new registered agent (if changed) and/or registered office (if changed):

United Corporate Services, Inc.

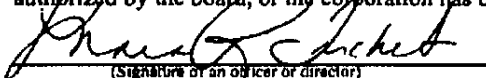
9200 South Dadeland Boulevard, Suite 508

(P.O. Box NOT acceptable)

Miami, Florida 33156

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, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Maria R. Fischetti, Attorney-In-Fact

(Printed or typed name and title)

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. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

United Corporate Services, Inc.

By 
(Signature of Registered Agent)

June 17, 2009

(Date)

If signing on behalf of an entity:

Michael A. Barr, President

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045 (8/05)

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SPECIAL POWER OF ATTORNEY

By this special power of attorney, WPP GROUP USA, INC. does hereby make, constitute and appoint Maria R. Fischetti, of United Corporate Services, Inc., Ten Bank Street, Suite 560, White Plains, New York 10606, as its true and lawful attorney-in-fact, for it and in its name, place and stead, to sign and deliver to any state authorities change of agent documents as necessary to change the registered agent for WPP Group USA, Inc. and subsidiaries to United Corporate Services, Inc.

WPP GROUP USA, INC.

By: 

Kevin Farewell
Assistant Treasurer, Vice President and
Senior Tax Counsel
125 Park Avenue
New York, New York 10017
October 31st 2008

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 31st day of October 2008, before me a duly authorized Notary Public, personally appeared Kevin Farewell, who is to me known to be the person who executed the foregoing Special Power of Attorney, and he/she, being first duly sworn, stated upon oath that he is the duly elected Assistant Treasurer, Vice President and Senior Tax Counsel of the Company named above and have full power and authority to execute the foregoing Special Power of Attorney.

(NOTARY SEAL)



, Notary Public

My Commission Expires: _____

BILL WEISS
Notary Public, State of New York
No. 01WE5011333
Qualified in Orleans County 2011
Commission Expires April 19, _____