



THE UNITED STATES
CORPORATION
COMPANY

F000000006346

ACCOUNT NO. : 072100000032

REFERENCE : 866688 4330643

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

FILED
00 NOV 14 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 17, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 866688-055

CUSTOMER NO: 4330643

CUSTOMER: Mr. Skip McGovern
Omnicom Group, Inc.
437 Madison Avenue
9th Floor
New York, NY 10022

9000003463109--4

FOREIGN FILINGS

NAME: OMD USA INC.

(Handwritten circle with 'G')

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

RECEIVED
SECRETARY OF STATE
DIVISION OF SERVICES
00 NOV 14 PM 11:23
TO THE SECRETARY
SUFFICIENCY OF FILING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

Mr 11/14

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: OMD USA Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Steve Grubbs - President

(Name of Person)

OMD USA Inc.

(Firm/Company)

1270 Avenue of the Americas

(Address)

New York, NY 10020

(City/State and Zip code)

For further information concerning this matter, please call:

Raymond E. McGovern, Jr.

(Name of Person)

at (212) 415-3756

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

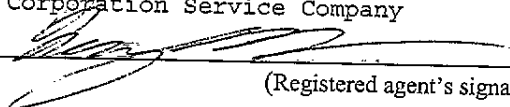
1. OMD USA Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 13-4117630
(FEI number, if applicable)
4. 4/25/00
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 1270 Avenue of the Americas, New York, NY 10020
(Principal office address)

Media planning and buying services.
(Current mailing address)
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

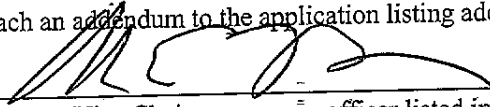
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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. Raymond E. McGovern, Jr. - Assistant Secretary
(Typed or printed name and capacity of person signing application)

Rider to Application for Certificate of Authority to Transact Business in Florida

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TALLAHASSEE, FLORIDA

DIRECTORS

<u>Name</u>	<u>Address</u>
Daryl Simon	437 Madison Avenue New York, NY 10022
Barry J. Wagner	437 Madison Avenue New York, NY 10022
Mark Amabile	437 Madison Avenue New York, NY 10022

OFFICERS

<u>Name</u>	<u>Address</u>	<u>Office</u>
Steve Grubbs	1270 Avenue of the Americas New York, NY 10020	CEO
Dan Rank	1270 Avenue of the Americas New York, NY 10020	Managing Partner
Barbara Burger	1270 Avenue of the Americas New York, NY 10020	Finance Director
Barry J. Wagner	437 Madison Avenue New York, NY 10022	Secretary
Raymond E. McGovern, Jr.	437 Madison Avenue New York, NY 10022	Assistant Secretary

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMD USA 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 THIRTEENTH DAY OF NOVEMBER, A.D. 2000.

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

FILED
NOV 14 PM 2 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel

Edward J. Freel, Secretary of State
AUTHENTICATION: 0788526

DATE: 11-13-00