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01 JUN 19 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 190525 4349124

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piquet

ORDER DATE : June 18, 2001

ORDER TIME : 11:40 AM

ORDER NO. : 190525-005

CUSTOMER NO: 4349124

CUSTOMER: Megan Hutchinson, Paralegal
The Interpublic Group Of
1271 Avenue Of The Americas
44th Floor
New York, NY 10020

300004430353--2

FOREIGN FILINGS

NAME: MAGNA GLOBAL USA, INC.

5

RECEIVED
01 JUN 19 PM 12:10
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING **BK**

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: _____

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MAGNA GLOBAL USA, INC.
(Name of corporation - must include suffix)

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TALLAHASSEE, FLORIDA

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:

MEGAN HUTCHINSON

(Name of Person)

THE INTERPUBLIC GROUP OF COMPANIES, INC.

(Firm/Company)

1271 AVENUE OF THE AMERICAS, 44TH FLOOR

(Address)

NEW YORK, NY 10020

(City/State and Zip code)

For further information concerning this matter, please call:

MEGAN HUTCHINSON

(Name of Person)

at (212) 399-8005

(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 |
|---|--|---|---|

**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.

1. MAGNA GLOBAL 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. APPLIED FOR, NOT YET RECEIVED

(FEI number, if applicable)

4. 6/07/01

(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. 1271 AVENUE OF THE AMERICAS, 44TH FLOOR, NEW YORK, NY 10020

(Principal office address)

1271 AVENUE OF THE AMERICAS, 44TH FLOOR, NEW YORK, NY 10020

(Current mailing address)

MEDIA MANAGEMENT

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

Judith Morgan

(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.

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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: _____

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

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

14. MEGAN A. HUTCHINSON, ASSISTANT SECRETARY

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

MAGNA GLOBAL USA, INC.
Application by Foreign Corporation for
Authorization to Transact Business in Florida

DIRECTORS AND OFFICERS RIDER

Sole Director

Nicholas J. Camera
1271 Avenue of the Americas
New York, NY 10020

Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Nicholas J. Camera	President	1271 Avenue of the Americas New York, NY 10020
Albert Conte	Vice President – Senior Tax Counsel	136 Madison Avenue New York, NY 10016
Arthur Mason	Vice President - Tax Counsel	136 Madison Avenue New York, NY 10016
Steven Berns	Vice President and Treasurer	136 Madison Avenue New York, NY 10016
Marjorie Hoey	Secretary	1271 Avenue of the Americas New York, NY 10020
Megan Hutchinson	Assistant Secretary	1271 Avenue of the Americas New York, NY 10020

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State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAGNA GLOBAL USA, INC." IS FULLY 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 EIGHTEENTH DAY OF JUNE, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3400897 8300

AUTHENTICATION: 1195593

010292096

DATE: 06-18-01