

# F01000003867



ACCOUNT NO. : 072100000032

REFERENCE : 231946 4349124

AUTHORIZATION : *Patricia Pizots*

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01 JUL 23 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 20, 2001

ORDER TIME : 11:08 AM

ORDER NO. : 231946-005

CUSTOMER NO: 4349124

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

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DEPARTMENT OF STATE  
DIVISION OF RECORDS MANAGEMENT  
2001 JUL 23 AM 11:17  
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FOREIGN FILINGS

800004491408--5

NAME: WEBER SHANDWICK WORLDWIDE INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

**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. WEBER SHANDWICK WORLDWIDE 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 3. APPLIED FOR, NOT YET RECEIVED  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. JULY 18, 2001 5. PERPETUAL  
(Date of incorporation) (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. 101 MAIN STREET, 8TH FLOOR, CAMBRIDGE, MA 02142  
(Principal office address)
- 101 MAIN STREET, 8TH FLOOR, CAMBRIDGE, MA 02142  
(Current mailing address)

8. PUBLIC RELATIONS  
(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, Asst. V. P.

(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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**WEBER SHANDWICK WORLDWIDE 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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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBER SHANDWICK WORLDWIDE 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 TWENTIETH DAY OF JULY, 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

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AUTHENTICATION: 1255613

010353056

DATE: 07-20-01

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