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REFERENCE : 420231 4349124

AUTHORIZATION : *Patricia Pignato*

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ORDER : August 14, 2001

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ORDER : 420231-005

CUSTOMER NO: 4349124

100004536491--5

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

FOREIGN FILINGS

NAME: HILL, HOLLIDAY, CONNORS,
COSMOPULOS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

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TALLAHASSEE, FLORIDA

mt
8/15

**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. HILL, HOLLIDAY, CONNORS, COSMOPULOS, 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. 04-3413445
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/29/98 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. 200 CLARENDON STREET, BOSTON, MA 02116
(Principal office address)
200 CLARENDON STREET, BOSTON, MA 02116
(Current mailing address)
8. ADVERTISING
(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)

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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

Lynette Coleman
(Registered agent's signature)

**Lynette Coleman
as its agent**

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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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)

**Rider to Application by Foreign Corporation for
Authorization to Transact Business in Florida**

Hill, Holliday, Connors, Cosmopolos, Inc. Directors and Officers Rider

Directors:

<u>Name</u>	<u>Address</u>
Nicholas J. Camera	1271 Avenue of the Americas New York, NY 10020
John M. Connors, Jr.	200 Clarendon Street Boston, MA 02116
Joseph E. Norberg	200 Clarendon Street Boston, MA 02116
Sean F. Orr	1271 Avenue of the Americas New York, NY 10020
Theodore H. Paraskevas	1271 Avenue of the Americas New York, NY 10020

Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
John M. Connors, Jr.	Chairman & CEO	200 Clarendon Street Boston, MA 02116
Joseph E. Norberg	EVP & COO	200 Clarendon Street Boston, MA 02116
Jonathan B. Mellin	CFO, Treasurer & Asst. Secretary	200 Clarendon Street Boston, MA 02116
Albert Conte	Vice President, Senior Tax Counsel	136 Madison Avenue New York, NY 10016
Arthur M. Mason	Vice President, Tax Counsel	136 Madison Avenue New York, NY 10016
Steven D. Berns	Assistant Treasurer	136 Madison Avenue New York, NY 10016

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<u>Name</u>	<u>Title</u>	<u>Address</u>
Nicholas J. Camera	Secretary	1271 Avenue of the Americas New York, NY 10020
Megan A. Hutchinson	Assistant Secretary	1271 Avenue of the Americas New York, NY 10020

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TALLAHASSEE, FLORIDA

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 "HILL, HOLLIDAY, CONNORS, COSMOPULOS, 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 FOURTEENTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1293357

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DATE: 08-14-01