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ACCOUNT NO. : 072100000032

REFERENCE : 466934 4349124

AUTHORIZATION : *Patricia Pizub*

COST LIMIT : \$ 70.00

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01 SEP 20 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 10, 2001

ORDER TIME : 11:17 AM

ORDER NO. : 466934-010

CUSTOMER NO: 4349124

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

BK

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

600004602866--2

NAME: BOZELL GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

(e)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

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. BOZELL GROUP, 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)

SEPTEMBER 7, 2001

3. _____

(FEI number, if applicable)

4. _____

(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. 40 WEST 23RD STREET, NEW YORK, NY 10010

(Principal office address)

SAME AS ABOVE

(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)

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

Patrick Lalor

By: Patrick Lalor, Assistant Secretary

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

14. MEGAN HUTCHINSON, ASSISTANT SECRETARY

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

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TALLAHASSEE, FLORIDA

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

Bozell Group, Inc. Directors and Officers

Sole Director:

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

Officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Eugene F. Bartley, Jr.	Chairman & CEO	40 West 23 rd Street New York, NY 10010
Marianne Coleman	Executive Vice President & CFO	40 West 23 rd Street New York, NY 10010
Dean Buresh	Senior Vice President	100 North 6 th Street Minneapolis, MN 55403
Kenneth J. Ashley	Vice President	101 East Erie Street Chicago, IL 60611
Tom Bernardin	Vice President	40 West 23 rd Street New York, NY 10010
Steven D. Berns	Vice President & Treasurer	136 Madison Avenue New York, NY 10016
Albert Conte	Vice President, Taxes and Senior Tax Counsel	136 Madison Avenue New York, NY 10016
Nicholas J. Camera	Vice President & Secretary	1271 Avenue of the Americas New York, NY 10020
Gary D. Chester	Vice President	101 East Erie Street Chicago, IL 60611
Bradley R. Johansen	Vice President	13801 FNB Parkway Omaha, NE 68154

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<u>Name</u>	<u>Title</u>	<u>Address</u>
Arthur M. Mason	Vice President, Tax Counsel	136 Madison Avenue New York, NY 10020
Dale F. Perona	Vice President	101 East Erie Street Chicago, IL 60611
Michael L. Schultz	Vice President	13801 FNB Parkway Omaha, NE 68154
Marjorie M. Hoey	Assistant 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 "BOZELL GROUP, 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 TENTH DAY OF SEPTEMBER, A.D. 2001.

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1336461

DATE: 09-10-01