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ACCOUNT NO. : 0721000000032
REFERENCE : 998718 4300506
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 2,378.75

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ORDER DATE : April 3, 2003
ORDER TIME : 11:11 AM
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CUSTOMER NO: 4300506
CUSTOMER: Joanne Arnold, Paralegal
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3rd Floor
1740 Broadway
New York, NY 10019

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FOREIGN FILINGS

File 1st

NAME: DDB WORLDWIDE COMMUNICATIONS
GROUP INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

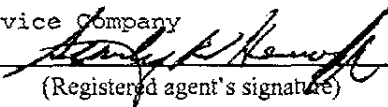
EXAMINER: _____

**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. DDB Worldwide Communications 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. New York 3. 13-3355855
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 24, 1986 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 1, 2001
(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. 437 Madison Avenue, New York, New York 10022
(Principal office address)
- 437 Madison Avenue, New York, New York 10022
(Current mailing address)
8. Advertising Agency
(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)

Stanley R. Howie, Jr.
Assistant Secretary

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 Schedule A attached hereto and made a part hereof.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Schedule B attached hereto and made a part hereof.

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. 

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

14. Philip Krieger - General Counsel and Secretary

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

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Schedule A
to the DDB Worldwide Communications Group Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida

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

A. DIRECTORS

Keith Reinhard	437 Madison Avenue, New York, New York 10022
James Best	437 Madison Avenue, New York, New York 10022
John Bradstock	437 Madison Avenue, New York, New York 10022
Michael Bray	437 Madison Avenue, New York, New York 10022
Keith Bremer	437 Madison Avenue, New York, New York 10022
Bernard Brochand	437 Madison Avenue, New York, New York 10022
Hervé Brossard	437 Madison Avenue, New York, New York 10022
Steve Burton	437 Madison Avenue, New York, New York 10022
Nick Fox	437 Madison Avenue, New York, New York 10022
Patrick Ehringer	437 Madison Avenue, New York, New York 10022
Lee Garfinkel	437 Madison Avenue, New York, New York 10022
Susan Gillette	437 Madison Avenue, New York, New York 10022
Ken Kaess	437 Madison Avenue, New York, New York 10022
Jürgen Knauss	437 Madison Avenue, New York, New York 10022
Tonio Kröger	437 Madison Avenue, New York, New York 10022
Aaron Lau	437 Madison Avenue, New York, New York 10022
Mark O'Brien	437 Madison Avenue, New York, New York 10022
Richard Rogers	437 Madison Avenue, New York, New York 10022
Robert Scarpelli	437 Madison Avenue, New York, New York 10022
John Zeigler	437 Madison Avenue, New York, New York 10022

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Schedule B
to the DDB Worldwide Communications Group Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida

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TALLAHASSEE, FLORIDA

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

B. OFFICERS

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chairman	Keith Reinhard	437 Madison Avenue New York, New York 10022
Chief Financial Officer	Keith Bremer	437 Madison Avenue New York, New York 10022
President - Latin America	Steven Burton	437 Madison Avenue New York, New York 10022
President and Chief Executive Officer	Kenneth Kaess	437 Madison Avenue New York, New York 10022
General Counsel & Secretary	Philip Krieger	437 Madison Avenue New York, New York 10022
Director, Business Development Worldwide	Cleve Langton	437 Madison Avenue New York, New York 10022
Chief Financial Officer- North America & North Asia and Assistant Secretary	Mark O'Brien	437 Madison Avenue New York, New York 10022
Senior Vice President, Corporate Director of Public Affairs	Pat Sloan	437 Madison Avenue New York, New York 10022
Controller - North America	Karen Viola	437 Madison Avenue New York, New York 10022

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of DDB WORLDWIDE COMMUNICATIONS GROUP INC. was filed on 04/24/1986, under the name of DDB-NH ACQUISITION CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment DDB-NH ACQUISITION CORP., changing its name to DDB NEEDHAM WORLDWIDE INC., was filed 09/02/1986.

A Certificate of Amendment DDB NEEDHAM WORLDWIDE INC., changing its name to THE DDB NEEDHAM WORLDWIDE COMMUNICATIONS GROUP INC., was filed 09/08/1995.

A Certificate of Amendment THE DDB NEEDHAM WORLDWIDE COMMUNICATIONS GROUP INC., changing its name to DDB WORLDWIDE COMMUNICATIONS GROUP INC., was filed 08/17/1999.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of April
two thousand and three.

Secretary of State

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