

F04000001937

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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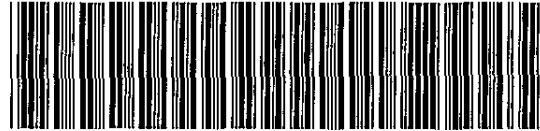
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
04 APR -8 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 APR -7 AM 10:42
STATE
REGISTRARS
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 551255 7402085

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : April 6, 2004

ORDER TIME : 10:0 AM

ORDER NO. : 551255-005

CUSTOMER NO: 7402085

CUSTOMER: Craig Gangi, Esq.
Omd Usa Inc.
12th Floor
11 Madison Avenue
New York, NY 10010

FILED
04 APR - 8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: OMD USA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 7, 2004

HEATHER CHAPMAN
CSC
TALLAHASSEE, FL

SUBJECT: OMD USA INC.
Ref. Number: W04000013551

Resubmit

FILED
04 APR -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for OMD USA INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The OFFICER DIRECTOR page must be signed by an officer or director of the corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 304A00022782

RECEIVED
04 APR -8 AM 10:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. OMD USA INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 13-4117630

(FEI number, if applicable)

4. 4/25/00

(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. 11 Madison Avenue, New York, NY 10010

(Principal office address)

11 Madison Avenue, New York, NY 10010

(Current mailing address)

8. Media planning and buying services

(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

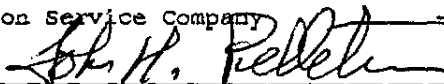
(City)

(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)

JOHN H. PELLETIER

ASST VICE PRESIDENT

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:

FILED
04 APR - 8 PM 3:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

J. Craig Gangi
(Signature of Director or Officer listed number 12 of the application)

14 J. Craig Gangi, General Counsel and Secretary

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

Directors:

Mark Amabile
Daryl Simm
Joe Uva
Craig Gangi

Address:

11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010

Officers:

Joe Uva
Mark Amabile
Page Thompson
Barbara Burger
Craig Gangi

Title:

Chief Executive Officer
Chief Financial Officer
CEO, North America
Treasurer and CFO, USA
Secretary & General Counsel

Address:

11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010
11 Madison Avenue, New York, NY 10010

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMD USA 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 SIXTH DAY OF APRIL, A.D. 2004.

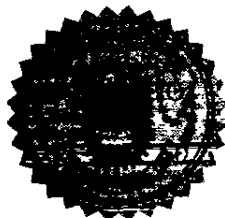
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OMD USA INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000.

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

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

3217999 8300

040253415



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3037423

DATE: 04-06-04