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Florida Department of State
Division of Corporations
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2004 DEC 22 A 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Starcom Worldwide, Inc.

Certificate of Status	0
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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.

2004 DEC 22 A 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Starcom Worldwide, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "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. 20-1884700

(FEI number, if applicable)

4. November 15, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Business has not yet commenced

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 35 West Wacker Drive, Chicago, IL 60601

(Principal office address)

c/o Re:Sources USA - Legal, 35 West Wacker Drive, Chicago, IL 60601

(Current mailing address)

8. Any lawful act or activity

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

CT Corporation System

By: Connie Bryan Connie Bryan / Asst. 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.

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

FL019 - 12/22/04 CT System Online

FILED**A. DIRECTORS**Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See attachment

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 Director or Officer listed in number 12 of the application)

14. _____

Sandra J. Thorson, Vice President & Assistant Secretary 12/22/04

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

FILED

P.05/05

Attachment to Starcom Worldwide, Inc. 2004 DEC 22 A 9:56State Qualification ApplicationSECRETARY OF STATE
TALLAHASSEE, FLORIDADirectors and Officers

<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
Jack M. Klues	President & Director	35 West Wacker Drive, Chicago, IL 60601
Richard W. Meehan	Vice President & Assistant Treasurer	79 Madison Avenue, New York, NY 10016
Barry L. Powell	Secretary	35 West Wacker Drive, Chicago, IL 60601
Sondra J. Thorson	Vice President & Assistant Secretary	35 West Wacker Drive, Chicago, IL 60601
Frank Voris	Treasurer	35 West Wacker Drive, Chicago, IL 60601
Robert S. Westphal	Vice President & Assistant Treasurer	79 Madison Avenue, New York, NY 10016
Linda S. Wolf	Director	35 West Wacker Drive, Chicago, IL 60601

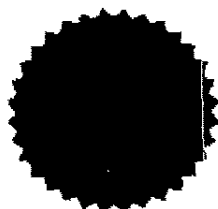
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARCOM 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 DECEMBER, A.D. 2004.

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

3881364 8300

AUTHENTICATION: 3564823

040923436

DATE: 12-20-04