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COVER LETTER

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07 JAN 30 AM 9:15

TO: New Filing Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: EURO RSCG WORLDWIDE, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

DAVID LICHTENTHAL

(Name of Person)

HAVAS NORTH AMERICA, INC.

(Firm/Company)

430 MOUNTAIN AVENUE

(Address)

MURRAY HILL, NJ 07974

(City/State and Zip code)

For further information concerning this matter, please call:

DAVID LICHTENTHAL at (908) 516 1615

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 10, 2007

DAVID LICHTENTHAL
430 MOUNTAIN AVENUE
MURRAY HILL, NJ 07974

SUBJECT: EURO RSCG WORLDWIDE, INC.
Ref. Number: W07000001282

RECEIVED
1-22-2007

RECEIVED
07 JAN 30 AM 7:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for EURO RSCG WORLDWIDE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

(NO. NOT RETURNED - MISTAKEN LANGUAGE)

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2300.00.

Please return the original and one copy of 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) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 907A00002046

OK TO PAY.

David Lichtenthal

1/24/2007

• 2 ANNUAL FEES (05/06) = \$300.00

• PENALTY: OPERATED FOR
2 YEARS IN FLORIDA
WITHOUT REGISTRATION.

2 X \$1,000.00 = 2,000.00

PAYEE: FLORIDA DEPARTMENT
OF STATE

TOTAL \$2300.00

**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. EURO RSCG 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 3. 13 3639857
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 26, 1991 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 350 HUDSON ST., NEW YORK, NY 10014
(Principal office address)
c/o HAVAS NORTH AMERICA, INC., 430 MOUNTAIN AVE., MURRAY HILL, NJ 07974
(Current mailing address)

8. ADVERTISING AND MARKETING 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 NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

By: Diane Mueller
(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:

A. DIRECTORS

Chairman: David Jones

Address: 350 Hudson St.
New York, NY 10014

Vice Chairman: _____

Address: _____

Director: Jean-Mark Antoni

Address: 350 Hudson St.
New York, NY 10014

Director: Herve Phillippe

Address: 350 Hudson St.
New York, NY 10014

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: [A complete list of all officers is attached to this application]

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. Patrick J. Bagarozza
(Signature of Director or Officer listed in number 12 of the application)

14. PATRICK J. BAGAROZZA, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

EURO RSCG WORLDWIDE, INC.
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RIDER--LIST OF OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>Business Address</u>
Jones, David	Pres, CEO	Euro RSCG NY Inc. 350 Hudson St., New York, NY 10014
Antoni, Jean-Marc	EVP, CFO	Havas SA. 2,alle de Longchamp, 92150 Suresnes, France
Pinnington, Chris	EVP, COO	Euro RSCG London Ltd, Cupola House, 15 Alfred Place, London, England
Dillies, Jacques	VP CFO (North America)	Euro RSCG Worldwide, Inc. 350 Hudson St., New York, NY 10014
Alexander, Rob	VP	Havas North America, 430 Mountain Ave., Murray Hill, NJ 07974
Bagarozza, Pat	VP	Havas North America, 430 Mountain Ave., Murray Hill, NJ 07974
Wynne, Nancy	Sec.	Euro RSCG Worldwide, Inc. 350 Hudson St., New York, NY 10014
Horowitz, Lynn	VP, Treas	Havas North America. 430 Mountain Ave., Murray Hill, NJ 07974

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TALLAHASSEE, FLORIDA

Delaware

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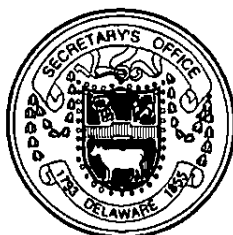
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EURO RSCG 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 EIGHTEENTH DAY OF DECEMBER, A.D. 2006.

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07 JAN 30 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2283057 8300

061153206



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5286963

DATE: 12-18-06