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FOREIGN PROFIT/NONPROFIT CORPORATION

Grey Global Group Inc.

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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.

1. Gray Global 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) 3. 20-1652956 (FEI number, if applicable)

4. 09/08/04 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. (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. 777 Third Avenue, New York, New York 10017 (Principal office address)

777 Third Avenue, New York, New York 10017 (Current mailing address)

8. marketing communications (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: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, STE 4

Weston, Florida 33331 (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.

[Signature] Gary Sherman, 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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Schedule A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Kevin Farewell - Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Schedule A to
Application By Foreign Corporation
For Authorization To Transact Business In Florida
for
Grey Global Group Inc.**

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

<u>Name</u>	<u>Officers Title</u>	<u>Address</u>
James R. Heckin	Chairman and Chief Executive Officer	777 Third Avenue New York, New York 10017
Paul W.G. Richardson	Chief Operating Officer	125 Park Avenue New York, New York 10019
Neil I. Kreisberg	Group Executive Vice President and Executive Managing Director	777 Third Avenue New York, New York 10017
Lester M. Feintuck	Senior Vice President and Chief Accounting Officer	777 Third Avenue New York, New York 10017
John A. Grudzina	Senior Vice President and General Counsel	777 Third Avenue New York, New York 10017
Thomas O. Neuman	Senior Vice President – Taxes	125 Park Avenue New York, New York 10019
Kevin Farewell	Secretary	125 Park Avenue New York, New York 10019
Peter Alcaly	Vice President – Taxes	777 Third Avenue New York, New York 10017
	<u>Directors</u>	
Paul W.G. Richardson	Director	125 Park Avenue New York, New York 10019
Thomas O. Neuman	Director	125 Park Avenue New York, New York 10019
Kevin Farewell	Director	125 Park Avenue New York, New York 10019
Tom Lobene	Director	125 Park Avenue New York, New York 10019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GREY GLOBAL 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 FIFTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GREY GLOBAL GROUP INC." WAS INCORPORATED ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2004.

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.

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070986878



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5976582

DATE: 09-05-07