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FOREIGN PROFIT/NONPROFIT CORPORATION

Ogilvy & Mather Worldwide, 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. OGILVY & MATHER 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. New York

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

3. 13-3275217

(FEI number, if applicable)

4. January 10, 1985

(Date of incorporation)

5. Perpetual

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

6.

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

7. 309 West 49TH Street, New York, NY 10019

(Principal office address)

(Current mailing address)

8. Advertising

(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: United Corporate Services, Inc.

Office Address: 9200 South Dadeland Boulevard, Suite 508

Miami, Florida 33156
(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.

United Corporate Services, Inc.

By: [Signature]
(Registered agent's signature)

Michael A. Barr, 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.

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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: See Schedule A Attached Hereto

Address: _____

Vice President: _____

Address: _____

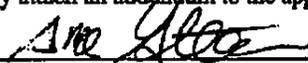
Secretary: _____

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. Steven M. Goldsten - Director

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

**Schedule A to
Application By Foreign Corporation
For Authorization To Transact Business In Florida
for
Ogilvy & Mather Worldwide, Inc.**

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

A. Directors

<u>Name</u>	<u>Title</u>	<u>Address</u>
Steven M. Goldstein	Director	309 West 49th Street New York, New York 10019

B. Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Rochelle Lazarus	President and Chief Executive Officer	309 West 49th Street New York, New York 10019
Steven M. Goldstein	Chief Financial Officer and Secretary	309 West 49th Street New York, New York 10019
Rich De Milt	Vice President	309 West 49th Street New York, New York 10019
Kevin Farewell	Assistant Treasurer	125 Park Avenue New York, New York 10019

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**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of OGILVY & MATHER WORLDWIDE, INC. was filed on 01/10/1985, 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 an existing corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 23rd day of January
two thousand and eight.*



Daniel Shapiro
Special Deputy Secretary of State

