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Florida Department of State

Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

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Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
OMNICOM MANAGEMENT INC.**

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FILED
12 JAN 10 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/11/12

**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. Omnicom Management 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. 13-3463642

(FEI number, if applicable)

4. March 2, 1988

(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. 437 Madison Avenue, New York, NY 10022

(Principal office address)

437 Madison Avenue, New York, NY 10022, Attn: General Counsel

(Current mailing address)

8. To engage in any lawful act for which corporations may be organized.

(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

(City)

Florida 32301

(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

By: 

(Registered agent's signature)

Jane S. Kray, Assistant VP

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. DIRECTORSChairman: Bruce CrawfordAddress: 437 Madison Avenue
New York, NY 10022Vice Chairman: N/A

Address: _____

Director: John D. WrenAddress: 437 Madison Avenue
New York, NY 10022Director: Michael J. O'BrienAddress: 437 Madison Avenue
New York, NY 10022**B. OFFICERS**President: John D. WrenAddress: 437 Madison Avenue
New York, NY 10022Vice President: N/A

Address: _____

Secretary: Michael J. O'BrienAddress: 437 Madison Avenue, New York, NY 10022Treasurer: Dennis E. HewittAddress: 437 Madison Avenue, New York, NY 10022**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Michael J. O'Brien, Secretary

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNICOM MANAGEMENT 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 TENTH DAY OF JANUARY, A.D. 2012.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OMNICOM MANAGEMENT INC." WAS INCORPORATED ON THE SECOND DAY OF MARCH, A.D. 1988.

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

FILED
12 JAN 10 AM 11:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

2153598 8300

120031350




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9286943

DATE: 01-10-12