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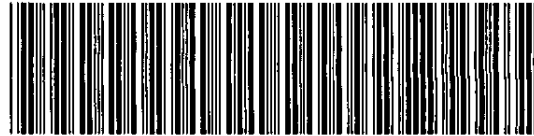
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF REVENUE

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SUFFICIENT OFFICER

JUN 15 2016
J. HARRIS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 179503 7494108

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 14, 2016

ORDER TIME : 3:13 PM

ORDER NO. : 179503-005

CUSTOMER NO: 7494108

FOREIGN FILINGS

NAME: RAPP WORLDWIDE CALIFORNIA INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

**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.*

Rapp Worldwide California Inc.

1. _____
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-1751835
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/29/2004 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

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

7. 12777 W. Jefferson Blvd., Los Angeles, CA 90066
(Principal office address)

437 Madison Avenue, NY, NY 10022
(Current mailing address, if different)

8. 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)

9. 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)

Melissa Zender
Asst. Vice President

10. 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

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

A. DIRECTORS

Chairman: See Attached Schedule A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Schedule A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. *Kathleen M. Jones*
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. Kathleen M. Jones, Asst. Secy.
(Typed or printed name and capacity of person signing application)

**Schedule A
for
Rapp Worldwide California Inc
FL Certificate of Authority**

Appointment Type	Appointed Entity	Address
Director & CEO	Alexei Orlov	437 Madison Avenue, NY, NY 10022
Director & Secretary	Craig Gangi	437 Madison Avenue, NY, NY 10022
Director	Dale A. Adams	437 Madison Avenue, NY, NY 10022
Chief Operating Officer & Global CFO	Matthew Hafkin	437 Madison Avenue, NY, NY 10022
U.S. Chief Financial Officer	Steve Takla	437 Madison Avenue, NY, NY 10022
Assistant Secretary	Jennifer L. Schatzman	437 Madison Avenue, NY, NY 10022
Assistant Secretary	Kathleen M. Jones	437 Madison Avenue, NY, NY 10022

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TALLAHASSEE, FLORIDA

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAPP WORLDWIDE CALIFORNIA 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 FOURTEENTH DAY OF JUNE, A.D. 2016.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAPP WORLDWIDE CALIFORNIA INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2004.

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



3861114 8300

SR# 20164451898

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202488700

Date: 06-14-16