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FILED
Apr 30, 1999 8:00 am
Secretary of State

04-30-1999 90034 021 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000005312

1. Corporation Name
BOZELL WORLDWIDE, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**302 S. 36TH STREET
 SUTIE 800
 OMAHA NE 68131
 US**

Mailing Address
**800 BLACKSTONE CENTRE
 302 SOUTH 36TH STREET
 OMAHA NE 68131-2453**

3. Date Incorporated or Qualified
10/31/1995

4. FEI Number
47-6024114 Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 **13801 FNB Parkway**

2a. Mailing Address
 26 **13801 FNB Parkway**

Suite, Apt. #, etc.
 22 27

City & State
 23 **Omaha, NE** 28 **Omaha, NE**

Zip Country
 24 **68154 USA** 25 **USA** 29 **68154** 30 **USA**

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	PEEBLER, CHARLES D JR	
STREET ADDRESS	166 EAST 64TH STREET	
CITY-ST-ZIP	NEW YORK NY 10021	
TITLE	CEOD	<input type="checkbox"/> DELETE
NAME	BELL, DAVID	
STREET ADDRESS	47 EAST 88TH STREET, #4C	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VC	<input type="checkbox"/> DELETE
NAME	LEVENSTEIN, ALAN P	
STREET ADDRESS	1185 PARK AVENUE, #4F	
CITY-ST-ZIP	NEW YORK NY 10128	
TITLE	VC	<input type="checkbox"/> DELETE
NAME	SCHULBERG, JAY	
STREET ADDRESS	92 EVERGREEN AVENUE	
CITY-ST-ZIP	EAST MORICHES NY 11940	
TITLE	CFOD	<input checked="" type="checkbox"/> DELETE
NAME	ZAMMIT, VALENTINE J	
STREET ADDRESS	510 MANHASSET WOODS ROAD	
CITY-ST-ZIP	MANHASSET NY	
TITLE	V	<input type="checkbox"/> DELETE
NAME	ENGELBERT, JOSEPH	
STREET ADDRESS	302 SOUTH 36TH STREET	
CITY-ST-ZIP	OMAHA NE	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	C/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Kelmenson, Leo-Arthur	
1.3 STREET ADDRESS	40 West 23rd Street	
1.4 CITY-ST-ZIP	New York, NY 10010	
2.1 TITLE	P/CEO/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Bell, David	
2.3 STREET ADDRESS	40 West 23rd Street	
2.4 CITY-ST-ZIP	New York, NY 10010	
3.1 TITLE	V/T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Ashley, Kenneth	
3.3 STREET ADDRESS	101 East Erie Street	
3.4 CITY-ST-ZIP	Chicago, IL 60611	
4.1 TITLE	VP/CFD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Rajan, Ramesh	
4.3 STREET ADDRESS	40 West 23rd Street	
4.4 CITY-ST-ZIP	New York, NY 10010	
5.1 TITLE	V/S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Schultz, Michael	
5.3 STREET ADDRESS	13801 FNB Parkway	
5.4 CITY-ST-ZIP	Omaha, NE 68154	
6.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Engelbert, Joseph	
6.3 STREET ADDRESS	13801 FNB Parkway	
6.4 CITY-ST-ZIP	Omaha, NE 68154	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: _____

Joseph Engelbert
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Joseph Engelbert, Exec. V.P.-Comptroller 4/21/99

(402) 965-4300

Date Daytime Phone #

CR2E034 (11/98)