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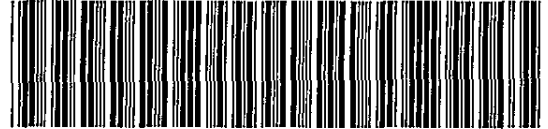
(Business Entity Name)

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RECEIVED
03 NOV -4 PM 12:48
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FILED
03 NOV -4 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/4/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 306560 4349124

AUTHORIZATION : *Patricia Pizzitelli*

COST LIMIT : \$ 70.00

ORDER DATE : November 3, 2003

ORDER TIME : 10:40 AM

ORDER NO. : 306560-015

CUSTOMER NO: 4349124

CUSTOMER: Ms. Leslie K. Heichman
The Interpublic Group Of
44th Floor
1271 Avenue Of The Americas
New York, NY 10020

ARTICLES OF MERGER

WEBER RBB, INC.

INTO

WEBER SHANDWICK INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT.1155
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

Weber RBB, Inc.

AND

Weber Shandwick Inc.

FILED
03 NOV -4 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Weber RBB, Inc. with and into Weber Shandwick Inc. as approved by the Board of Directors of on October 31, 2003 and adopted at a meeting by the Board of Directors of Weber Shandwick on October 31, 2003.

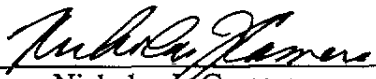
2. The merger of Weber RBB, Inc. with and into Weber Shandwick Inc is permitted by the laws of the jurisdiction of organization of Weber Shandwick Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Weber Shandwick was October 31, 2003.

3. Shareholder approval was not required for the merger.

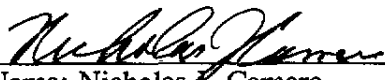
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on October 31 2003.

Executed on October 31, 2003

Weber RBB, Inc.

By: 
Name: Nicholas J. Camera
Capacity: Vice President & Secretary

Weber Shandwick Inc.

By: 
Name: Nicholas J. Camera
Capacity: Vice President & Secretary

PLAN OF MERGER adopted by the Board of Directors of Weber Shandwick Inc. on October ___, 2003.

1. Weber Shandwick Inc., which is a business corporation incorporated under the laws of the State of New York and is the owner of all of the outstanding shares of each of the following:

- (a) The Cassidy Companies, Inc., a Delaware corporation;
 - (b) Weber RBB, Inc., a Florida corporation;
 - (c) FRB/Weber Shandwick, Financial Communications, Inc., an Illinois corporation
 - (d) The Benjamin Group/BSMG Worldwide, Inc., a California corporation
- (Corporations specified in sections (a) through (h) above are hereinafter collectively referred to as the "Disappearing Corporations".)

Weber Shandwick Inc. hereby merges each of the Disappearing Corporations into Weber Shandwick Inc. pursuant to the provisions of the laws of the jurisdictions of incorporation of each of the Disappearing Corporations and pursuant to the provisions of the Business Corporation Law of the State of New York.

The name under which Weber Shandwick Inc. was formed is Robinson, Lake & Lerer, Inc.

The name under which The Cassidy Companies, Inc. was formed is G. Cassidy and Associates, Inc.

The name under which Weber RBB, Inc. was formed is BSP-Rubin, Inc.

The name under which FRB/Weber Shandwick, Financial Communications, Inc. was formed is The Financial Relations Board, Inc.

The name under which The Benjamin Group/BSMG Worldwide, inc. was formed is The Benjamin Group Inc.

The number of outstanding shares of each of the Disappearing Corporations is as follows, all of which are of one class, and all of which are owned by Weber Shandwick Inc.:

- (a) The Cassidy Companies, Inc.: 100 Common shares, no par value;
- (b) Weber RBB, Inc.: 100 Common shares, \$1.00 par value;
- (c) FRB/Weber Shandwick, Financial Communications, Inc.: 1 Common share, no par value
- (d) The Benjamin Group/BSMG Worldwide, Inc.: 200 Common shares, no par value

3. The separate existence of each of the Disappearing Corporations shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdictions of respective incorporation; and Weber Shandwick Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Law of the State of New York.

4. The issued shares of each of the Disappearing Corporations shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of each of the Disappearing Corporations and of Weber Shandwick Inc., respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.