

F97000000263

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A.

TB

3/11/09



United Corporate Services, Inc.

Ten Bank Street, Suite 560
White Plains, NY 10606
www.unitedcorporate.com

Toll Free (800)899-8648
Voice (914)949-9188
Fax (914)949-9618

March 6, 2009

RE: YOUNG & RUBICAM INC.

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir/Madam:

Enclosed please find the change of registered agent and Power of Attorney documents for the above together with our check to the Secretary of State for \$35.00.

Please file forwarding a filed stamped copy as appropriate evidence to the attention of the undersigned in the enclosed self-addressed stamped envelope.

If there are any corrections or additional fees required to complete this filing, please KEEP these documents in your possession and telephone the undersigned toll free at 1-800-899-8648 for specific instructions.

Thank you.

Sincerely,

Maria R Fischetti
Project Manager

MRF: nt
Enclosure

Our ID # YOUNG89441

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: YOUNG & RUBICAM INC.

(Name of Corporation)

DOCUMENT NUMBER: F97000000263

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria R. Fischetti

(Name of Contact Person)

United Corporate Services, Inc.

(Firm/Company)

10 Bank Street, Suite 560

(Address)

White Plains, NY 10606

(City/State and Zip Code)

For further information concerning this matter, please call:

Maria R. Fischetti

(Name of Contact Person)

at (800)

899-8648

(Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: YOUNG & RUBICAM INC.
2. The principal office address: 285 Madison Avenue, New York, NY 10017
3. The mailing address (if different): 125 Park Avenue, 4th Floor, New York, NY 10017
4. Date of incorporation/qualification: 1/16/1997 Document number: F97000000263

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

C T Corporation System

1200 South Pine Island Road

Plantation, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

United Corporate Services, Inc.

9200 South Dadeland Boulevard, Suite 508

(P.O. Box NOT acceptable)

Miami, Florida 33156

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TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

MARIA R. Fischetti, Atty - In-Fact.
(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

United Corporate Services, Inc.

By: 

(Signature of Registered Agent)

3 / 6 / 09

(Date)

If signing on behalf of an entity:

Michael A. Barr, President

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

SPECIAL POWER OF ATTORNEY

By this special power of attorney, WPP GROUP USA, INC. does hereby make, constitute and appoint Maria R. Fischetti, of United Corporate Services, Inc., Ten Bank Street, Suite 560, White Plains, New York 10606, as its true and lawful attorney-in-fact, for it and in its name, place and stead, to sign and deliver to any state authorities change of agent documents as necessary to change the registered agent for WPP Group USA, Inc. and subsidiaries to United Corporate Services, Inc.

WPP GROUP USA, INC.

By: 


Kevin Farewell
Assistant Treasurer, Vice President and
Senior Tax Counsel
125 Park Avenue
New York, New York 10017
October 31st, 2008

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 31st day of October 2008, before me a duly authorized Notary Public, personally appeared Kevin Farewell, who is to me known to be the person who executed the foregoing Special Power of Attorney, and he/she, being first duly sworn, stated upon oath that he is the duly elected Assistant Treasurer, Vice President and Senior Tax Counsel of the Company named above and have full power and authority to execute the foregoing Special Power of Attorney.

(NOTARY SEAL)


_____, Notary Public

My Commission Expires: _____

BILL WEISS
Notary Public, State of New York
No. 01WE5011333
Qualified in Queens County 2011
Commission Expires April 19, _____