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CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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DIVISION OF CORPORATIONS
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Foot, Cone + Belding, Inc.

- ☒ Profit
☐ NonProfit
☐ Amendment
☐ Merger
☒ Foreign
☐ Dissolution/Withdrawal
☐ Mark
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DEPARTMENT OF REVENUE
TALLAHASSEE, FL 32301

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. Footte, Cone & Belding, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 94-2269205

(FEI number, if applicable)

4. September 11, 1974

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/98

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 733 Front Street, San Francisco, California 94111

(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be qualified
including, but not limited to advertising.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

James M. Halpin
(Registered agent's signature) (Officer)

JAMES M. HALPIN, ASST. SECY.

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

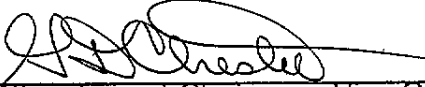
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Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gary Chester, Secretary _____
(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
FOOTE, CONE & BELDNG, INC.**

12. Names and addresses of officers and/or directors:

Office	Name	Address
Chairman of the Board & CEO	J. Brendan Ryan	150 E. 42nd Street, New York, NY 10017
President & Director	Jack Boland	733 Front Street, San Francisco, CA 94111
Executive Vice President & Director	Laura Caffrey	150 E. 42nd Street, New York, NY 10017
Senior Vice President, Finance Director	Michael Lay	733 Front Street, San Francisco, CA 94111
Exec. Vice President & Assistant Treasurer	Dale F. Perona	101 E. Erie Street, Chicago, IL 60611
Vice President & Secretary	Gary D. Chester	101 E. Erie Street, Chicago, IL 60611

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOOTE, CONE & BELDING, 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 SIXTEENTH DAY OF JANUARY, A.D. 1998.

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

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8870616

01-16-98