



L64185

ACCOUNT NO. : 072100000032

REFERENCE : 579274 4349124

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : October 27, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 579274

CUSTOMER NO: 4349124

CUSTOMER: Fran Eidelberg, Legal Asst
The Interpublic Group Of
1271 Avenue Of The Americas

New York, NY 10020

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 31 PM 1:23

FILED

CHANGE OF AGENT

500002334695--5

NAME: RUBIN BARNEY & BIRGER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: STACY EARNEST

RECEIVED
97 OCT 31 AM 9:51
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA
KRB
10/31

Florida Department of State, Jim Smith, Secretary of State

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, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: _____

RUBIN BARNEY & BIRGER, INC.

1b. Date of incorporation _____ 4/6/ 90 Document number _____

2. The name and address of the current registered agent and office:

GLEN Z. ZOLBERG 1101 BRICKELL AVE.

MIAMI FL

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1 1201 Hays Street Tallahassee, Florida 32301

The street address of its registered agent 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.

[Signature]

SIGNATURE

10/24/97

DATE

Nicholas J. Camera, Assistant Secretary

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

CORPORATION SERVICE COMPANY

SIGNATURE By: *Vicki Schreiber*

VICKI SCHREIBER

DATE

(Registered Agent) ASST VICE PRESIDENT

10/29/97



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CORPORATION SERVICE COMPANY

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VICKI SCHREIBER

DATE

10/29/97 (Registered Agent) ASST VICE PRESIDENT