164185



ACCOUNT NO. : 072100000032

REFERENCE :

236523

4349124

AUTHORIZATION

COST LIMIT : \$ 35.0

ORDER DATE: May 11, 1999

ORDER TIME : 2:21 PM

200002873062--8

ORDER NO. : 236523-010

CUSTOMER NO:

4349124

CUSTOMER: Leslie K. Katzman, Legal Asst

The Interpublic Group Of 1271 Avenue Of The Americas

New York, NY 10020

FILED

99 HAY 20 PM 2: 59
SECRETARY OF STATE
SECRETARY OF STATE

DOMESTIC AMENDMENT FILING

NAME: RUBIN BARNEY & BIRGER, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

Amena

EXAMINER'S INITIALS:

9 5/199

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102209

00542,00672



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 12, 1999

CSC 1201 Hays Street Tallahassee, FL 32301

SUBJECT: RUBIN BARNEY & BIRGER, INC.

Ref. Number: L64185

20 PN 12: 55
ENT OF STAILS
CORPORATIONS
SSEE, FLURBIA

We have received your document for RUBIN BARNEY & BIRGER, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$900.00.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 499A00026129

RESUBMI:

Please give original submission date as file date

FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

99 MAY 20 PM 2: 59
SECRETARY OF STATE

TALLAHASSEE, FLORIDA

RUBIN BARNEY & BIRGER, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

- 1. The name of the corporation is RUBIN BARNEY & BIRGER, INC.(the "Corporation").
- The following amendment to the Articles of Incorporation was adopted by the Board of Directors as of April 29, 1999:

RESOLVED that Article 1 of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is WEBER RBB, INC. (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ne date of each amendment's adoption: April 29, 1999
Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
med this 29th day of April , 19 99 Theodore H. Paraškevas - Secretary OR OR OR OR OR OR OR OR OR O
OK .
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)
Typed or printed name
Title

, ,