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AUTHORIZATION :

*Patricia Pizutto*

COST LIMIT : \$ 337.50

ORDER DATE : September 29, 1997

ORDER TIME : 11:22 AM

ORDER NO. : 546612-005

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CUSTOMER NO: 6475A

CUSTOMER: L. M. Ploucha, Esq  
ATKINSON DINER STONE &  
MANKUTA, P.A.  
1946 Tyler Street

Hollywood, FL 33020

DOMESTIC FILING

NAME: ACCENTMARKETING COMMUNICATIONS, L.C.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF ORGANIZATION**

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**OF**

**ACCENTMARKETING COMMUNICATIONS, L.C.**

**ARTICLE I**

**NAME OF COMPANY**

The name of this limited liability company shall be: **ACCENTMARKETING COMMUNICATIONS, L.C.** (the "Company").

**ARTICLE II**

**ADDRESS**

The Company's mailing and street address is:

La Puerta Del Sol  
Suite 100  
800 Douglas Road  
Coral Gables, Florida 33134

**ARTICLE III**

**DURATION**

The period of the Company's duration shall not exceed thirty (30) years from the date of filing these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations.

**ARTICLE IV**

**NATURE OF BUSINESS**

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE V**

**CONTRIBUTIONS TO THE COMPANY**

The total amount of cash initially being contributed to the Company is One Thousand Dollars (\$1,000). Additional capital contributions, as agreed by the members, may be contributed by the members.

**ARTICLE VI**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. PLOUCHA  
c/o Atkinson, Diner,  
Stone & Mankuta, P.A.  
P.O. Drawer 222088  
1946 Tyler Street  
Hollywood, Florida 33022-2088

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**ARTICLE VII**

**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

**ARTICLE VIII**

**CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

**ARTICLE IX**

**MANAGEMENT OF THE COMPANY**

The Company is to be managed by its members. The names and addresses of the members are as follows:

Esteban Blanco  
La Puerta Del Sol  
Suite 100  
800 Douglas Road  
Coral Gables, Florida 33134

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Miriam Blanco  
La Puerta Del Sol  
Suite 100  
800 Douglas Road  
Coral Gables, Florida 33134

Fernando Bonet  
La Puerta Del Sol  
Suite 100  
800 Douglas Road  
Coral Gables, Florida 33134

The Interpublic Group of Companies, Inc.  
1271 Avenue of the Americas  
Rockefeller Center  
New York, NY 10020

#### ARTICLE X

#### REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

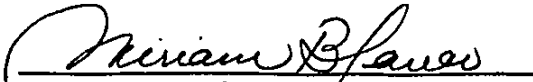
#### ARTICLE XI

#### COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these Articles.

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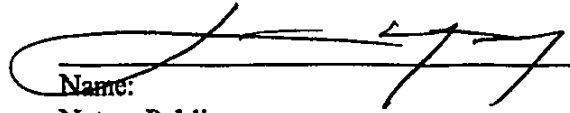
THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

  
MIRIAM BLANCO

STATE OF FLORIDA

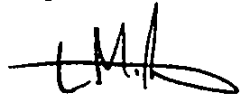
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 25<sup>th</sup> day of September, 1997, by Miriam Blanco, to me personally known ✓ or produced identification \_\_\_\_\_. Type of identification produced \_\_\_\_\_.

  
Name: \_\_\_\_\_  
Notary Public

OFFICIAL NOTARY SEAL  
LUIS CASTANY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC595012  
MY COMMISSION EXP. NOV. 17, 2000

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.

  
L.M. PLOUCHA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, who is a member of ACCENTMARKETING COMMUNICATIONS, L.C.

(the "Company"), declares as follows:

- 1. The Company has at least two (2) members.
- 2. The members have not made any capital contributions.
- 3. The members listed anticipate making capital contributions in the future in the

following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
MIRIAM BLANCO	\$297.33
ESTEBAN BLANCO	\$297.33
FERNANDO BONET	\$105.34
THE INTERPUBLIC GROUP OF COMPANIES, INC.	\$300.00

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Dated: Sept. 25, 1997

Miriam Blanco  
MIRIAM BLANCO

STATE OF FLORIDA

COUNTY OF DADE

**THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED** before me this 25th day of September, 1997, by Miriam Blanco, to me personally known  or produced identification . Type of identification produced \_\_\_\_\_.

[Signature]  
Name:  
Notary Public

OFFICIAL NOTARY SEAL  
LUIS CASTANY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC598012  
MY COMMISSION EXP. NOV. 17, 2000