



# MO20000001524

ACCOUNT NO. : 072100000032

REFERENCE : 618401 4300506

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : June 11, 2002

ORDER TIME : 10:55 AM

ORDER NO. : 618401-005

CUSTOMER NO: 4300506

CUSTOMER: Joanne Arnold, Paralegal  
Davis & Gilbert  
1740 Broadway  
3rd Floor  
New York, NY 10019

RECEIVED  
02 JUN 13 AM 11:29  
DEPARTMENT OF STATE  
DIVISION OF COMMERCE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: NATIONAL IN-STORE MARKETING  
LLC

XXXX QUALIFICATION (TYPE: LL)

400005765494--5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: *LB 6-13-02*

02 JUN 13 PM 1:50  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. National In-Store Marketing LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending  
(FEI number, if applicable)
4. March 4, 2002  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 602 Sarasota Quay, Sarasota, Florida 34236  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

Omnicom Group, Inc., 437 Madison Avenue, New York, New York 10017

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Retail Merchandising and In-Store Marketing

Barry J. Wagner

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Barry J. Wagner - Authorized Person

Typed or printed name of signer

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FINANCE  
DIVISION  
FLORIDA  
02 JUN 13 PM 1:55

APPROVED  
FILED

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

National In-Store Marketing LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company  
(Name)

1201 Hays Street  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Deborah D. Skipper  
(Signature)

Deborah D. Skipper  
Asst. V. Pres.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

APPROVED  
AND  
FILED

02 JUN 13 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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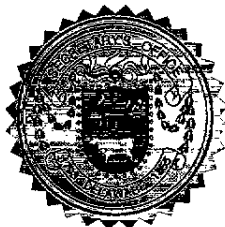
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL IN-STORE MARKETING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NATIONAL IN-STORE MARKETING LLC" WAS FORMED ON THE FOURTH DAY OF MARCH, A.D. 2002.

APPROVED  
AND  
FILED  
02 JUN 13 PM 1:55  
SECRETARY OF STATE  
WILLIAM S. HARRISSEY, JR.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3497959. 8300

AUTHENTICATION: 1824476

020375221

DATE: 06-11-02