

M04000004 690

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

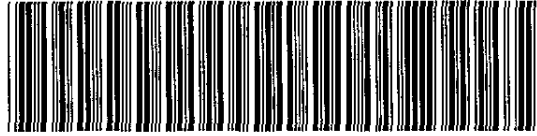
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 964122 4300506
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 9, 2004
ORDER TIME : 10:32 AM
ORDER NO. : 964122-005
CUSTOMER NO: 4300506
CUSTOMER: Joanne Arnold
Davis & Gilbert
3rd Floor
1740 Broadway
New York, NY 10019

FOREIGN FILINGS

NAME: CH HOLDINGS ACQUISITION LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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

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TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: CH Holdings Acquisition LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: October 29, 2004

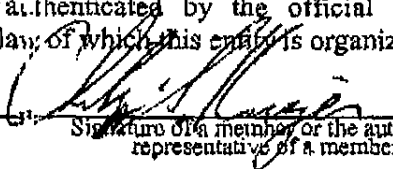
SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? November 8, 2004
5. New name of the limited liability company: Cooper DDB LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

Philip S. Krieger - Authorized Representative

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

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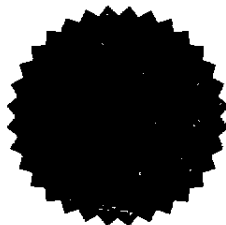
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CH HOLDINGS ACQUISITION LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "COOPER DDB LLC", THE EIGHTH DAY OF NOVEMBER, A.D. 2004, AT 10:33 O'CLOCK A.M.

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 "CH HOLDINGS ACQUISITION LLC" WAS FORMED ON THE NINETEENTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3869354 8320

AUTHENTICATION: 3467058

040809531

DATE: 11-09-04