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DIVISION OF CORPORATIONS
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DB



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 28, 2006

PAT BAGAROTTA
% HAVAS, 430 MOUNTAIN AVENUE
MURRAY HILL, NJ 07974

SUBJECT: EURO RSCG DIRECT RESPONSE LLC
Ref. Number: W06000029288

We have received your document for EURO RSCG DIRECT RESPONSE LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 706A00042730

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: EURO RSCG DIRECT RESPONSE LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

PAT BAGAROTZA
(Name of Person)

EURO RSCG DIRECT RESPONSE LLC
(Firm/Company)

c/o HAVAS, 430 MOUNTAIN AVENUE
(Address)

MURRAY HILL, NJ 07974
(City/State and Zip Code)

For further information concerning this matter, please call:

PAT BAGAROTZA at (918) 516-1626
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. EURO RSCG DIRECT RESPONSE LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 30-0008335
(FEI number, if applicable)
4. 12/05/2001
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 1, 2006
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 513 N.W. 13th Avenue, Floor 5
Portland, Oregon 97209
(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:
Ron Bess, Jacques Dillies, David Jones, Nancy Wynne, Spencer Brown, Steve Netzky,
John Shearson, Brian Nakashima: Address: c/o Euro RSCG Holdings Corp,
350 Hudson Street, New York, NY 10014
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: MEDIA BUYING

Patrick J. Bagarozza EXECUTIVE DIRECTOR-TAXES

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.)

PATRICK J. BAGAROZZA

Typed or printed name of signee

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**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:

EURO RSCG DIRECT RESPONSE LLC

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

CORPORATION SERVICE CO.

(Name)

1201 HAUS 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, Florida Statutes.

Maura Cull

(Signature)

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

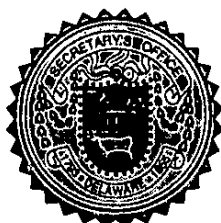
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EURO RSCG DIRECT RESPONSE 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 EIGHTH DAY OF MAY, A.D. 2006.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4728277

DATE: 05-08-06