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APR 21 2009

EXAMINER

# GIORDANO, HALLERAN & CIESLA

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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JOHN C. GIORDANO  
(1921-1989)

CERTIFIED BY THE  
SUPREME COURT OF NEW  
JERSEY AS A CIVIL TRIAL  
ATTORNEY

DC - ALSO ADMITTED DC  
FL - ALSO ADMITTED FL  
MA - ALSO ADMITTED MA  
NY - ALSO ADMITTED NY  
PA - ALSO ADMITTED PA

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CLERK / MATTER NO.

13922/1

April 17, 2009

VIA OVERNIGHT COURIER

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

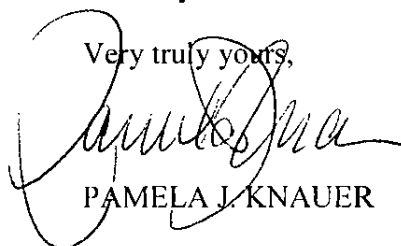
RE: Arnold Worldwide, LLC  
Application for Foreign Qualification

Dear Sir or Madam:

On behalf of Arnold Worldwide, LLC, a Delaware limited liability company, I am enclosing an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. I am also enclosing a Certificate of Designation of Registered Agent/Registered Office, a Certificate of Good Standing and Legal Existence from the Delaware Secretary of State, and a check in the amount of \$130.00, which represents the filing fee and the fee payable for certification of the foreign qualification.

Please signify your receipt of these materials on the enclosed copy of this letter, and return it to me in the self-addressed, stamped envelope provided. If you have any questions, please contact me at the number set forth above. Thank you.

Very truly yours,

  
PAMELA J. KNAUER

Enclosures

PJK/me

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TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. Arnold Worldwide, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 04-3586503

(FEI number, if applicable)

4. November 9, 2001

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 350 Hudson Street

New York, NY 10014

(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:

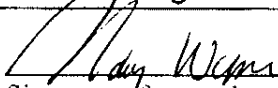
Havas Holdings, Inc.

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: business services,  
marketing and advertising services



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.)

Havas Holdings, Inc., by Nancy Wynne, its Secretary

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

Arnold Worldwide, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

\_\_\_\_\_

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

FL

City/State/Zip

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*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.*

Allison Quigley  
(Signature)

Allison Quigley, Assistant VP

\$ 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARNOLD WORLDWIDE 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 FIFTEENTH DAY OF APRIL, A.D. 2009.

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TALLAHASSEE, FLORIDA

3449763 8300

090366924

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7247784

DATE: 04-15-09