

8/13/13

M13000180236

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H13000180236 3)))



H130001802363ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)617-6383

AUG 14 2013

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053

Phone : (561)694-8107

Fax Number : (561)694-1639

L. SELLERS

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: stuart.diamond@groupm.com

RECEIVED

13 AUG 13 AM 6:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Foreign Limited Liability Company
Mindshare USA, LLC

Certificate of Status	1
Certified Copy	1
Page Count	5
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 AUG 13 AM 9:51

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

**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. Mindshare USA, 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. New York

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

3. 26-2911251

(PEI number, if applicable)

4. 4/18/2003

(Date of Organization)

5. perpetual

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

6. Upon Filing

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

7. 100 Park Avenue, 4th Floor, New York, NY 10017

(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:

See Attached Exhibit A

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: _____

Marketing and Consulting 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Stuart Diamond, Chief Financial Officer

Typed or printed name of signee

Exhibit A

Mindshare USA, LLC

Managers:

Name:	Address:
Kelly Clarke	100 Park Avenue, 4th Floor, New York, NY 10017
Kevin Farewell	100 Park Avenue, 4th Floor, New York, NY 10017
Stuart Diamond	100 Park Avenue, 4th Floor, New York, NY 10017
Irwin Gotlieb	100 Park Avenue, 4th Floor, New York, NY 10017
Dominic Proctor	100 Park Avenue, 4th Floor, New York, NY 10017

Officers:

Name:	Title:	Address:
Kelly Clarke	North America Chief Executive Officer	100 Park Avenue, 4th Floor, New York, NY 10017
Stuart Diamond	Chief Financial Officer	100 Park Avenue, 4th Floor, New York, NY 10017
Dominic Proctor	President	100 Park Avenue, 4th Floor, New York, NY 10017
Joseph Scangamor	Mindshare North America Chief Financial Officer	100 Park Avenue, 4th Floor, New York, NY 10017
Kevin Farewell	Secretary	100 Park Avenue, 4th Floor, New York, NY 10017
Anthony Young	Mindshare North America Chief Executive Officer	100 Park Avenue, 4th Floor, New York, NY 10017

**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:

Mindshare USA, LLC

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

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

Corporate Creations Network Inc.

(Name)

11380 Prosperity Farms Road, #221E

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Palm Beach Gardens

FL

33410

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.

Corporate Creations Network Inc.

By: Diana Serra

(Signature)

Diana Serra, Vice President

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

**State of New York
Department of State } ss:**

I hereby certify, that GROUP M, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 04/18/2003, and that the Limited Liability Company is existing so far as shown by the records of the Department. I further certify the following:

A certificate changing name to MINDSHARE USA, LLC was filed on 12/31/2003.

A Biennial Statement was filed 04/22/2005.

A Biennial Statement was filed 05/30/2007.

A Biennial Statement was filed 08/17/2011.

A Biennial Statement was filed 04/10/2013.

I further certify, that no other documents have been filed by such Limited Liability Company.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 12th day of August
two thousand and thirteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State