

P38691



FILED
2002 JUL 23 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 657278 4349124

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 35.00

ORDER DATE : July 10, 2002

ORDER TIME : 5:0 PM

ORDER NO. : 657278-830

000006584920--0

CUSTOMER NO: 4349124

CUSTOMER: Megan Power, Paralegal
The Interpublic Group Of
1271 Avenue Of The Americas
44th Floor
New York, NY 10020

CHANGE OF AGENT

NAME: TRUE NORTH HOLDINGS
(LATIN AMERICA), INC.

RECEIVED
02 JUL 23 AM 8:50
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Ta-tanisha Adams

C. Coulliette JUL 23 2002

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

*Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of Delaware
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.*

1. The name of the corporation : TRUE NORTH HOLDINGS (LATIN AMERICA), INC.

2. The mailing address of the corporation : _____

1271 Avenue of the America, New York, NY 10020

3. Date of incorporation/qualification: May 7, 1992 Document number: P38691

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Tallahassee, Florida 32301

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):
(P. O. Box Not Acceptable)

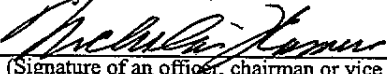
Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



(Signature of an officer, chairman or vice chairman of the board)

July 1, 2002
(Date)

Nicholas J. Camera, Vice President & Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



(Signature of Registered Agent)

July 19, 2002
(Date)

If signing on behalf of an entity:

Maureen Cullen

(Typed or Printed Name)

Asst. Vice President

(Capacity)

*** FILING FEE: \$35.00 ***