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96 AUG 30 AM 11: 49

PRODUCT NAME: UNITED FINANCIAL SERVICE ACCOUNT NO. 0721000000032  
DIVISION OF 0721000000032

REFERENCE : 070720 7115033

### AUTHORIZATION

COST LIMIT : \$ 122.50

ORDER DATE : August 29, 1996

ORDER TIME : 9:03 AM

ORDER NO. : 070720

CUSTOMER NO: 7115033

CUSTOMER: Ms. Ellen Previdelli  
ROBERT R. KRAVITZ, ESQ.  
KNIGHTS BRIDGE CONSULTANTS  
155 S. Miami Avenue  
Penthouse 1  
Miami, FL 33130

7000193687

DOMESTIC FILING

NAME: MCCANN-ERICKSON LATIN  
AMERICA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX \_\_\_\_\_ CERTIFIED COPY  
 \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 AUG 30 PM 3:12

8/30/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

26 AUG 30 PM 3:12

ARTICLES OF INCORPORATION  
OF  
MCCANN-ERICKSON LATIN AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MCCANN-ERICKSON LATIN AMERICA, INC.

The address of the principal office of this corporation shall be 444 Brickell Avenue, Suite 51, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.10 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 30, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG 30 PM 3:12

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

HBD/mke