

P09927



June 24, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

800002580819--8
-07/06/98--01107--007
*****35.00 *****35.00

RE: Saatchi & Saatchi North America, Inc.

Dear Sir/Madam,

Attached please find a Certificate of Change and a check in the amount of \$35.00 for the above captioned. Please file as soon as possible, and return a file stamped copy as evidence thereof directly to my attention. I have enclosed a postage-paid envelope for your use.

Thank you in advance for your kind assistance in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "RC".

Regina Clerkin
Client Services Specialist

FILED
98 JUL -6 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge

7-14-98

CC

Florida Department of State, Jim Smith, Secretary of State

**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 Florida.

1a. The name of the corporation is: SAATCHI & SAATCHI NORTH AMERICA, INC.

1b. Date of incorporation: 4/28/86 Document number P09927

2. The name and address of the current registered agent and office:
The Prentice Hall Corporation System, Inc.

1201 Hayes Street Tallahassee, Fl 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent 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.

Michael J. Kopcsak
SIGNATURE
6/29/98
DATE

Michael J. Kopcsak, Secretary

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 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.

NRAI Services, Inc.

SIGNATURE By: Regina Clerk

(Registered Agent)

DATE 6/30/98