

OMB No. 1124-0003; Expires April 30, 2017

U.S. Department of Justice  
Washington, DC 20530

**Amendment to Registration Statement  
Pursuant to the Foreign Agents Registration Act of  
1938, as amended**

**INSTRUCTIONS.** File this amendment form for any changes to a registration. Compliance is accomplished by filing an electronic amendment to registration statement and uploading any supporting documents at <http://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average 1.5 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant  MSLGROUP Americas, Inc., d/b/a Qorvis MSLGROUP	2. Registration No.  5483
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3. This amendment is filed to accomplish the following indicated purpose or purposes:

- To give a 10-day notice of change in information as required by Section 2(b) of the Act.
- To correct a deficiency in
- Initial Statement
- Supplemental Statement for the period ending \_\_\_\_\_
- Other purpose (*specify*) \_\_\_\_\_
- To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list:  
Certificate of Formation of MSLGROUP Americas, Inc.

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. (*If space is insufficient, a full insert page must be used.*)

Qorvis MSL LLC merged with and into its parent company (MSLGROUP), with MSLGROUP being the surviving entity. Therefore, Qorvis MSL LLC's new legal entity is: MSLGROUP Americas, Inc., d/b/a Qorvis MSLGROUP. It is a Delaware corporation.

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**EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to the truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature<sup>1</sup>)

1/9/15



MAURY SHAPIRO

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<sup>1</sup> This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MSLGROUP AMERICAS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2012, AT 4:23 O'CLOCK P.M.

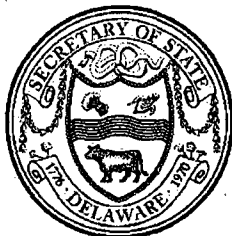
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2012, AT 2 O'CLOCK P.M.

5201214 8100

121066741

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: 9873087

DATE: 09-26-12

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:22 PM 09/25/2012  
FILED 04:23 PM 09/25/2012  
SRV 121066741 - 5201214 FILE

**CERTIFICATE OF AMENDMENT**  
**TO THE**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**MSLGROUP AMERICAS, INC.**

MSLGROUP Americas, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

**FIRST:** The Company's Board of Directors duly adopted resolutions by consent in lieu of meeting dated September 19, 2012, setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable, and submitting it to the Company's sole Stockholder for consideration. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Board of Directors has determined that the following amendment to the Company's Certificate of Incorporation is advisable, and hereby recommends that it be submitted to the Company's sole Stockholder for consideration and approval:

- Article Four shall be deleted in its entirety and replaced by the following:

**ARTICLE FOUR:** The total number of shares of stock which the corporation has the authority to issue is one thousand (1,000), all of which shall be of one class of Common Stock. All of such shares shall be without par value.

- This amendment shall be effective as of 2:00 pm EST on September 30, 2012.

**SECOND:** Thereafter, the Company's sole Stockholder duly adopted resolutions by consent in lieu of meeting dated September 19, 2012, approving the amendment.

**THIRD:** Said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment is signed on this 25<sup>th</sup> day of September, 2012.

MSLGROUP AMERICAS, INC.

By: 

John R. Spitzig  
Vice President & Assistant Secretary

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MSLGROUP AMERICAS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2012, AT 1:11 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5201214 8100

120969068

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: 9803245

DATE: 08-24-12

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:37 PM 08/24/2012  
FILED 01:11 PM 08/24/2012  
SRV 120969068 - 5201214 FILE

**CERTIFICATE OF INCORPORATION**  
**OF**  
**MSLGROUP AMERICAS, INC.**

**ARTICLE ONE:** The name of the corporation is MSLGROUP Americas, Inc.

**ARTICLE TWO:** The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent is The Corporation Trust Company.

**ARTICLE THREE:** The nature of the business, or purpose to be conducted or promoted by the corporation, is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE FOUR:** The total number of shares of stock which the corporation has the authority to issue is twenty thousand (20,000), all of which shall be of one class of Common Stock. All of such shares shall be without par value.

**ARTICLE FIVE:** The name and mailing address of the sole incorporator are Susan D. Caulfield, 35 West Wacker Drive, Chicago, IL 60601.

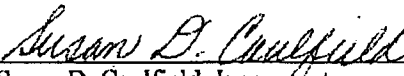
**ARTICLE SIX:** The corporation has perpetual existence.

**ARTICLE SEVEN:** The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware.

**ARTICLE EIGHT:** To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a member of the Board of Directors of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty. Any repeal or modification of this Article Eight shall not adversely affect any right or protection of a member of the Board of Directors of the corporation existing at the time of such repeal or modification.

**ARTICLE NINE:** This Certificate of Incorporation shall be effective upon filing.

Signed on this 24<sup>th</sup> day of August, 2012.

  
Susan D. Caulfield, Incorporator