

# Delaware

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## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "OGILVY PUBLIC RELATIONS WORLDWIDE INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWELFTH DAY OF SEPTEMBER, A.D. 1989, AT 10 O'CLOCK A.M.

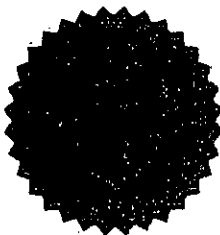
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ADAMS & RINEHART, INC." TO "OGILVY ADAMS & RINEHART, INC.", FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1991.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE THIRD DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "OGILVY



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2200706 8100H

AUTHENTICATION: 1643045

020144004

DATE: 03-04-02

# Delaware

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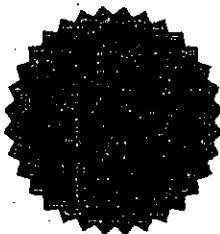
*The First State*

ADAMS & RINEHART, INC." TO "OGILVY PUBLIC RELATIONS WORLDWIDE INC.", FILED THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2200706 8100H

AUTHENTICATION: 1643045

**FILED**

JUN 28 1981

*Handwritten signature*  
SECRETARY OF STATE

*22007-06*

**729179019**  
**CERTIFICATE OF INCORPORATION**

**OF**

**ADAMS & RINEHART, INC.**

**FIRST:** The name of the corporation is **ADAMS & RINEHART, INC.**

**SECOND:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

**FOURTH:** The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares of common stock of the par value of \$1.00 per share.

**FIFTH:** The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ricki J. Schweizer	309 West 49th Street 11th Floor New York, NY 10019-7399

**SIXTH:** The corporation is to have perpetual existence.

**SEVENTH:** In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

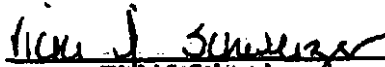
To make, alter or repeal the by-laws of the corporation, subject to the power of the stockholders to alter, amend or repeal any by-laws made by the board of directors.

**EIGHTH:** Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

**NINTH:** 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 statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly has hereunto set my hand this 20<sup>th</sup> day of June, 1989.

  
Ricki J. Schweitzer  
Sole Incorporator

**FILED**

SEP 12 1989

*John H. [Signature]*  
SECRETARY OF STATE

729253024

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING ADAMS & RINEHART, INC. INTO  
ADAMS & RINEHART, INC.**

(Pursuant to Section 253 of the Delaware General Corporation Law)

Adams & Rinehart, Inc. a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Adams & Rinehart, Inc., a New York corporation ("Subsidiary Corporation").

**THIRD:** That the Corporation by resolutions duly adopted by its Board of Directors on the 10<sup>th</sup> day of September, 1989, determined to merge with and into itself Subsidiary Corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware, on the conditions set forth in such resolutions:

**RESOLVED:** That the Corporation shall merge with and into itself its subsidiary, Adams & Rinehart, Inc., a New York corporation (the "Subsidiary") and assume all of Subsidiary's liabilities and obligations;

**FURTHER RESOLVED:** That the President and the Secretary of the Corporation shall be and they hereby are, jointly and severally, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions so to merge Subsidiary into the Corporation and to assume Subsidiary's liabilities and obligations and the date of adoption thereof and to file, or cause same to be filed, in the office of the Secretary of State of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, and to do, or cause to be done, all acts and things whatsoever whether within or without the State of Delaware, as may be necessary and proper to effect the merger.

IN WITNESS WHEREOF, Adams & Rinehart, Inc. has caused its corporate seal to be affixed and this certificate to be signed by Jonathan Rinehart, its Chairman, and attested by Craig G. Lewis, its Secretary and Treasurer, this 7<sup>th</sup> day of September, 1989.

ADAMS & RINEHART, INC.

By:

  
Jonathan Rinehart  
Chairman

ATTEST:



Craig G. Lewis  
Secretary and Treasurer

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/27/1991  
913615242 - 2200706

**CERTIFICATE OF MERGER**

**OF**

**OGILVY & MATHER PUBLIC RELATIONS, INC.**  
**(a New York corporation)**

**INTO**

**ADAMS & RINEHART, INC.**  
**(a Delaware corporation)**

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Pursuant to Section 252(c) of the  
General Corporation Law of the State of Delaware

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The undersigned, being the surviving corporation, hereby sets forth as follows:

**FIRST:** The name of the surviving corporation is Adams & Rinehart, Inc. (the "Surviving Corporation"); its State of incorporation is Delaware.

**SECOND:** The name of the non-surviving corporation is Ogilvy & Mather Public Relations, Inc. (the "Non-Surviving Corporation"); its State of incorporation is New York.

**THIRD:** A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252(c) of the State of Delaware General Corporation Law.

**FOURTH:** The Plan and Agreement of Merger between Ogilvy & Mather Public Relations, Inc. and Adams & Rinehart, Inc. shall become effective on December 31, 1991, following the filing of this Certificate of Merger by the Secretary of State of Delaware (the "Effective Date").

**FIFTH:** The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation, except insofar as Article I which shall be deleted in its entirety and the following Article I shall be substituted therefor:

"I. The name of the Corporation is Ogilvy Adams & Rinehart, Inc."

SIXTH: The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Corporation; the address of said principal place of business is as follows;

708 Third Avenue  
New York, New York 10017

SEVENTH: A copy of the Plan and Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

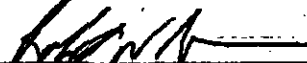
EIGHTH: The Non-Surviving Corporation is authorized to issue 1000 shares of stock, \$1.00 par value.

IN WITNESS WHEREOF, this certificate is hereby executed this 26<sup>th</sup> day of December, 1991.

ADAMS & RINEHART, INC.

By:   
George Sard, President

ATTEST:

  
Robert W. Burgess, Secretary



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 08/24/1994  
944158594 - 2200706

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**OA&R WASHINGTON, D.C., INC.**

**BY**

**OGILVY ADAMS & RINEHART, INC.**

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**Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware**

**OGILVY ADAMS & RINEHART, INC.**, a corporation formed under the laws of the State of Delaware, desiring to merge **OA&R WASHINGTON, D.C., INC.** pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY** as follows:

**FIRST:** That **OGILVY ADAMS & RINEHART, INC.** is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 28th of June, 1989 and that **OA&R WASHINGTON, D.C., INC.** is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 20th of December, 1991.

**SECOND:** That the Board of Directors of **OGILVY ADAMS & RINEHART, INC.** by resolutions duly adopted on the 18th day of August, 1994, determined to merge **OA&R WASHINGTON, D.C., INC.** and to assume all of its obligations; said resolutions being as follows:

**WHEREAS**, this corporation has acquired and now lawfully owns all of the stock of **OA&R WASHINGTON, D.C., INC.** and desires to merge this corporation;

**NOW, THEREFORE, BE IT RESOLVED**, that this corporation merge and it does hereby merge **OA&R WASHINGTON, D.C., INC.** and does hereby assume all of its obligations; and

**RESOLVED**, that the proper officers of this corporation be, and they hereby are, authorized and directed to make and execute, in its name and under its corporate seal, and to file in the proper public offices, a certificate of such ownership, setting forth a copy of these resolutions; and

**FURTHER RESOLVED**, that the officers of this corporation be, and they hereby are, authorized and directed to take such further action as in their judgement may be necessary or proper to consummate the merger provided for by these resolutions.\*

**IN WITNESS WHEREOF**, said **OGILVY ADAMS & RINEHART, INC.** has caused this Certificate to be executed by its officers thereunto duly authorized this 22nd day of August, 1994.

**OGILVY ADAMS & RINEHART, INC.**

By: S/JOHN MARGARITIS  
John Margaritis, President

**ATTEST:**

S/WILLIAM CHESS  
William Chess, Secretary and Treasurer

CERTIFICATE FOR  
RENEWAL AND REVIVAL OF CHARTER  
OF  
OGILVY ADAMS & RINEHART, INC.

OGILVY ADAMS & RINEHART, INC., a corporation organized under the laws of Delaware, the certificate of incorporation of which was filed in the office of the Secretary of State on the 28th day of June, 1989, and recorded in the office of the Recorder of Deeds for Kent county, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certified as follows:

1. The name of the corporation is  
OGILVY ADAMS & RINEHART, INC.
2. Its registered office in the State of Delaware is located at United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at that address is United Corporate Services, Inc.
3. The date when the restoration, renewal, and revival of the charter of this company is to commence is the February 28, 1997, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
4. This corporation was duly organized and carried in the business authorized by its charter until the March 1, 1997, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, William Chess, the last acting Secretary of OGILVY ADAMS & RINEHART, INC., has hereunto set his hand to this certificate this third day of June, 1997.

By S/WILLIAM CHESS  
William Chess, Secretary

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
OGILVY ADAMS & RINEHART, INC.**

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

**FIRST:** The name of the corporation is:

**OGILVY ADAMS & RINEHART, INC.**

**SECOND:** The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph **FIRST** of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

**"FIRST:** The name of the corporation is:

**OGILVY PUBLIC RELATIONS WORLDWIDE INC."**

**THIRD:** The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, unanimously signed by the holders of all the outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 23<sup>rd</sup> day of December, 1997.

*William Chess*

William Chess, Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/26/2001  
010666350 - 2200706

**CERTIFICATE OF MERGER**  
of  
**ALEXANDER OGILVY PUBLIC RELATIONS WORLDWIDE, INC.**  
(a Delaware corporation)  
into  
**OGILVY PUBLIC RELATIONS WORLDWIDE INC.**  
(a Delaware corporation)

Pursuant to Section 251 of the  
State of Delaware General Corporation Law

The undersigned, being the surviving corporation, hereby sets forth as follows:

**FIRST:** The name of the surviving corporation is Ogilvy Public Relations Worldwide Inc. ("OPR") and its state of incorporation is Delaware. The name of the non-surviving corporation is Alexander Ogilvy Public Relations Worldwide, Inc. ("Alexander") and its state of incorporation is Delaware.

**SECOND:** An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 251 of the State of Delaware General Corporation Law.

**THIRD:** The Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of OPR.

**FOURTH:** The executed Agreement of Merger is on file at the office of the surviving corporation located at 909 Third Avenue, New York, NY 10022.

**FIFTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SIXTH:** The merger is to become effective on December 31, 2001.

IN WITNESS WHEREOF, this certificate is hereby executed this 24<sup>th</sup> day of December, 2001.

**OGILVY PUBLIC RELATIONS WORLDWIDE INC.**

By: /s/ William Chess  
William Chess  
Chief Operating Officer