Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

SFM MEDIA LLC

Articles of Organization
and
Filing Receipt

Filed in New York
on
November 28, 1997

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

F 97112800028 2

FILED
NOV 28 2 59 PM '97

ARTICLES OF ORGANIZATION

OF

SFM MEDIA LLC

Under Section 203 of the Limited Liability Company Law

RECEIVED
NOV 28 2 14 PM '97

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 26 1997
TAX $ 0
BY: JW

VANGUARD-52

FILER:

Pavia & Harcourt
600 Madison Avenue
New York, New York 10022

BILLED

2

97112800029 9

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

F 9411280000282
VANGUARD-52

ARTICLES OF ORGANIZATION

OF

SFM MEDIA LLC

(Under Section 203 of the Limited Liability Company Act)

FIRST: The name of the limited liability company is SFM MEDIA LLC

SECOND: The County within the State of New York in which the principal office of the limited liability company is to be located is New York.

THIRD: The Secretary of State of the State of New York is designated as the agent upon whom process against the limited liability company may be served. The post office address within or without the State of New York to which the Secretary of State of the State of New York shall mail a copy of any process against the limited liability company served upon him is Corporation Service Company, 80 State Street, Albany, New York 12207.

FOURTH: The limited liability company is to be managed by one or more managers.

FIFTH: The latest date upon which the limited liability company is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, this certificate has been subscribed this 21st day of November, 1997, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Jordan E. Ringel,
Organizer

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f010112000 620

CSC 45

RECEIVED JAN 12 1 34 PM '01

1

FILED JAN 12 10 45 AM '01

CERTIFICATE OF AMENDMENT

OF

SFM MEDIA LLC

Under Section 211 of the Limited Liability Company Law

RECEIVED JAN 12 9 19 AM '01

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 12 2001
TAX $
BY: SB

FILED BY:
PAVIA & HARCOURT
600 Madison Avenue
12th Floor
New York, NY 10022
Cust. Ref#962437AJC

drawdown

010112000 631

2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f 010112000 620

CSC 45

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

SFM MEDIA LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

SFM MEDIA LLC

SECOND: the date filing of the articles of organization is: November 28, 1997

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph One of the Articles of Organization relating to the name of the limited liability company is hereby amended to read as follows:

FIRST: The name of the limited liability company is:

MEDIA PLANNING LLC

Dated: January 11, 2001

By: _____
Name: Jordan E. Ringel
Title/Capacity: Authorized Person

1

P&H - 243129.1 :12419/000

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

AMENDED AND RESTATED LIMITED LIABILITY COMPANY OPERATING AGREEMENT OF MEDIA PLANNING LLC

This Amended and Restated Limited Liability Company Agreement (this "Agreement") dated as of September 1, 2001 by MEDIA PLANNING GROUP USA INC., located at 1180 Avenue of the Americas, New York, New York 10036 (hereinafter, the "Sole Member"), the sole member of MEDIA PLANNING LLC formerly known as SFM MEDIA LLC, (the "Company").

WITNESSETH

WHEREAS, the Sole Member desires to amend and restate the original Limited Liability Company Agreement of the Company, dated November 21, 1997, and to set forth the rights of the Sole Member;

NOW THEREFORE, the Sole Member agrees as follows:

ARTICLE 1

Formation and Purposes

1.1 The Company was formed as a limited liability company pursuant to the provisions of the New York Limited Liability Company Law (the "Law"), on November 28, 1997. The rights and liabilities of the Sole Member shall be as provided in said Law, except as herein otherwise expressly provided.

1.2 The name of the Company shall be MEDIA PLANNING LLC, and all business of the Company shall be conducted under that name.

1.3 The principal office of the Company and the address to which the Secretary of State of New York shall forward process he or she receives on behalf of the Company is 1180 Avenue of the Americas, New York, New York 10036 or such other location as the Sole Member may determine.

1.4 The purposes of the Limited Liability Company are to engage in any lawful business purpose or activity for which limited liability companies may be organized under the Law.

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

ARTICLE II

Members and Capital

2.1 The Sole Member has contributed to the capital of the Company and shall make such other capital contributions as it shall determine are reasonably necessary for the business of the Company.

2.2 The Sole Member shall not be obligated for any debt, obligation or other liability of the Company.

ARTICLE III

Rights and Duties of the Sole Member; Management

3.1 The Sole Member shall have the right to admit additional members to the Company.

3.2 The Sole Member may transfer all or any part of its interest in the Company as it shall in its discretion determine, and the Company shall not be terminated by reason of any such transfer.

3.3 Management; Officers

3.3.1 Members. The Sole Member shall have the full power to execute and deliver, for and on behalf of the Company, any and all documents and instruments which may be necessary or desirable to carry on the business of the Company, including, without limitation, any and all deeds, contracts, leases, mortgages, guaranties, deeds of trust, promissory notes, security agreements, and financing statements pertaining to the Company's assets or obligations. No person dealing with the Sole Member need inquire into the validity or propriety of any document or instrument executed in the name of the Company by the Sole Member, or as to the authority of any Manager (as authorized pursuant to Section 3.3.2 hereof) or the Sole Member executing the same.

3.3.2 Managers. The business and affairs of the Company shall be managed under the direction and control of one or more Managers, and, except as otherwise set forth in Section 3.3.1 hereof, all powers of the Company shall be exercised by or under the authority of such Managers. No other Person, other than the Sole Member as set forth in Section 3.3.1 hereof, shall have any right or authority to act for or bind the Company except as permitted in this Agreement or as required by law. The managers of the Company shall be the following persons, to serve until such time as his or her successor shall have been elected and qualifies (the "Managers"):

Fernando Rodès Vilà
Amelio Plaza
Antoni Rossich Terme
Esteban Gòmez Nadal
Alfonso Rodès Vilà

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

3.3.3 General Powers. The Managers shall have the full power to execute and deliver, for and on behalf of the Company, any and all documents and instruments which may be necessary or desirable to carry on the business of the Company, including, without limitation, any and all deeds, contracts, leases, mortgages, guaranties, deeds of trust, promissory notes, security agreements, and financing statements pertaining to the Company's assets or obligations. No person dealing with the Sole Member or any Manager need inquire into the validity or propriety of any document or instrument executed in the name of the Company by any Manager or the Sole Member, or as to the authority of such Manager or Sole Member executing the same.

3.3.4 Officers. The Managers are authorized to designate one or more persons as officers of the Company. The following persons are the officers hereby designated by the Managers and shall hold the offices listed next to their respective names until such time as their successors have been elected and shall qualify:

Steve Farella	President/Chief Executive Officer
Antoni Rossich Terme	Executive Vice President
Esteban Gómez Nadal	Executive Vice President
Jerilyn Dack	Executive Vice President
Gary McCorry	Senior Vice President/Chief Financial Officer
Jordan E. Ringel	Secretary

The President and/or Chief Executive Officer of the Company, and such other officers as he or she may designate for such purpose, are hereby authorized, acting alone, to execute and deliver any and all documents and agreements contemplated by the purpose clause set forth above.

ARTICLE IV

Allocations and Distributions

Except as may be otherwise required under the Internal Revenue Code of 1986 or successor statute (the "Code") and the regulations promulgated thereunder, all items of income, gain, loss and deduction and all credits of the Company shall be allocated to the Sole Member. Capital items shall be allocated in accordance with the relevant provisions of the Code and the regulations. Distributions of available cash receipts shall be made to the Sole Member.

ARTICLE V

Term

The term of the Company shall commence on the date of this Agreement and shall continue in full force and effect until December 31, 2050, unless the Company is previously dissolved in accordance with the Law or at the election of the Sole Member.

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

ARTICLE VI

Miscellaneous

This Agreement shall supersede and replace any other agreements, whether oral or written, relating to the subject matter hereof.

This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York.

Unless otherwise provided in this Agreement, the default provisions of the Law shall govern with respect to the Company.

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the date first above written.

MEDIA PLANNING GROUP USA INC.

By: _____
Jordan E. Ringel, Secretary

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

AMENDMENT NO. 1
TO THE
AMENDED AND RESTATED
LIMITED LIABILITY COMPANY OPERATING AGREEMENT
OF
MEDIA PLANNING LLC

AMENDMENT NO. 1 dated as of December 20, 2002 is made by Media Planning Group USA Inc., a Delaware corporation, as the sole member (the "Member") of Media Planning LLC, a New York limited liability company (the "Company"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Agreement (as defined below).

WHEREAS, the Member hereto desires to amend the Amended and Restated Limited Liability Company Operating Agreement of the Company dated as of September 1, 2001 (the "Agreement");

WHEREAS, pursuant to Sections 402(c)(3), 407 and 417(b) of the New York Limited Liability Company Act, the terms of the Agreement may be amended or modified by a written instrument consenting to the amendment without a meeting, executed by the sole Member;

NOW, THEREFORE, the Member, in consideration of the premises and the agreements herein contained and intending to be legally bound hereby, agrees as follows:

1. Section 2.1 is hereby amended and restated in its entirety as follows:

   "The Sole Member has contributed to the capital of the Company in exchange for all of the share capital interests (as hereinafter defined) of the Company. The Sole Member may make such other capital contributions as it shall determine are reasonably necessary for the business of the Company. For all purposes of this Agreement, the term "share capital interest" shall mean a member's limited liability company interest and share of the profits and losses of the Company and a member's right to receive distribution of the Company's assets."

2. Section 3.1 is hereby amended and restated in its entirety as follows:

   "The Sole Member shall have the right to admit additional members to the Company. Upon the consent of the Sole Member, the Company is

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

authorized to issue share capital interests to new members in such amounts and upon such terms as the Sole Member deems appropriate."

3. Section 3.2 is hereby amended and restated in its entirety as follows:

"The Sole Member may transfer all or any part of its share capital interest in the Company as it shall in its discretion determine, and the Company shall not be terminated by reason of any such transfer."

4. Article IV is hereby amended and restated in its entirety as follows:

"Allocations and Distributions. Except as may be otherwise required under the Internal Revenue Code of 1986 or successor statute (the "Code") and the regulations promulgated thereunder, all items of income, gain, loss and deduction and all credits of the Company shall be allocated to the Sole Member in respect to its share capital interest. Capital items shall be allocated in accordance with the relevant provisions of the Code and the regulations. Distributions of available cash receipts shall be made to the Sole Member."

5. Except as amended herein, the terms of this Agreement shall remain unchanged and shall continue in full force and effect. The Agreement, as herein amended, is hereby ratified and confirmed in all respects.

[The Remainder of this Page is Intentionally Left Blank]

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

IN WITNESS WHEREOF, the undersigned sole member has executed this Amendment No. 1 effective as of the date first above written.

MEDIA PLANNING GROUP USA INC., as sole member of Media Planning LLC

By: _____

Name: Jordan E. Ringel

Title: Secretary

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f031031000392

CSC 45
DRAW DOWN

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

MEDIA PLANNING LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING LLC

SECOND: the date filing of the articles of organization is: November 28, 1997

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph One of the Articles of Organization relating to the name of the limited liability company is hereby amended to read as follows:

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

Dated: October 28, 2003

By: _____
Name: Jordan E. Ringel
Title/Capacity: Authorized Person

P&H - 332113.1 :12419/000

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f031031000392

CSC 45
DRAW DOWN

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

CERTIFICATE OF AMENDMENT

OF THE

ARTICLES OF ORGANIZATION

OF

MEDIA PLANNING LLC

Under Section 211 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING LLC

SECOND: the date filing of the articles of organization is: November 28, 1997

THIRD: The amendment effected by this certificate of amendment is as follows:

Paragraph One of the Articles of Organization relating to the name of the limited liability company is hereby amended to read as follows:

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

Dated: October 28, 2003

By: _____
Name: Jordan E. Ringel
Title/Capacity: Authorized Person

P&H - 332113.1 :12419/000

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f031031000 392

CSC 45
DRAW DOWN

STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 31 2003

FILED
TAX $
BY:

CERTIFICATE OF AMENDMENT

OF

MEDIA PLANNING LLC

Under Section 211 of the Limited Liability Company Law

FILED
2003 OCT 31 AM 11:00

031031000 403

FILED BY:
PAVIA & HARCOURT LLP
12th Floor
600 Madison Avenue
New York, NY 10022
Cust. Ref#302984MPJ

RECEIVED
2003 OCT 31 AM 10:03

2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f031031000 392

CSC 45
DRAW DOWN

STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 31 2003

FILED
TAX $
BY:

CERTIFICATE OF AMENDMENT

OF

MEDIA PLANNING LLC

Under Section 211 of the Limited Liability Company Law

FILED
2003 OCT 31 AM 11:00

031031000 403

FILED BY:
PAVIA & HARCOURT LLP
12th Floor
600 Madison Avenue
New York, NY 10022
Cust. Ref#302984MPJ

RECEIVED
2003 OCT 31 AM 10:03

2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f031031000354

CSC 45
DRAWDOWN

CERTIFICATE OF MERGER

OF

MEDIA PLANNING GROUP USA INC.

INTO

MEDIA PLANNING LLC

Section 1003 of the Limited Liability Company Law

FILED
2003 OCT 31 AM 11:00

1CC

STATE OF NEW YORK
DEPARTMENT OF STATE

OCT 31 2003

FILED
TAX $ 0
BY:

Filer: Pavia & Harcourt LLP
12th Floor
600 Madison Avenue
New York, NY 10022
Cust. Ref#302984MPJ

DRAWDOWN

031031000 39

3

RECEIVED
2003 OCT 31 AM 10:03

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

f031031000384

CSC 45
DRAW DOWN

CERTIFICATE OF MERGER

OF

MEDIA PLANNING GROUP USA INC.

INTO

MEDIA PLANNING LLC

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is: Media Planning Group USA Inc., a Delaware corporation, and Media Planning LLC, a New York limited liability company.

SECOND: Media Planning LLC, a domestic limited liability company was formed on November 28, 1997, under the name "SFM MEDIA LLC", the date on which its articles of organization were filed with the New York Department of State and an amendment to the articles of incorporation, changing its name to Media Planning LLC, was filed on January 12, 2001.

THIRD: Media Planning Group USA, Inc., a Delaware corporation, filed its certificate of incorporation on July 5, 1988, with the Delaware Secretary of State and filed its application for authority to do business in the State of New York, with the Department of State on December 19, 1997.

FOURTH: The agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities that is a party thereto.

FIFTH: The name of the surviving domestic liability company is Media Planning LLC.

SIXTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is Media Planning LLC, 195 Broadway, 12th Floor, New York, NY 10007.

SEVENTH: The merger is permitted by the jurisdiction of organization or incorporation for each foreign limited liability company or foreign other business entity and is in compliance therewith.

EIGHTH: The agreement of merger is on file at the following place of business of the surviving domestic limited liability company: Media Planning LLC, 195 Broadway, 12th Floor, New York, NY 10007

P&H - 330164.3 :12419/000

/

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

NINTH: A copy of the agreement of merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

MEDIA PLANNING GROUP USA INC.

By: _____
Name: Jordan E. Ringel
Title: Secretary

MEDIA PLANNING LLC

By: _____
Name: Jordan E. Ringel
Title: Authorized Person

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45
Drawdown

131213000090

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

If the name of the limited liability company has been changed, the name under which it was organized is: SFM MEDIA LLC

SECOND: The date of filing of the articles of organization is: NOVEMBER 26, 1997

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

1. ☐ The county location, within this state, in which the office of the limited liability company is located, is changed to:

2. ☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows:

C/O PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL, NEW YORK, NY 10022

3. ☐ The limited liability company hereby: *[check one]*

☐ Designates _____
as its registered agent upon whom process against the limited liability company may be served.
The street address of the registered agent is:

☐ Changes the designation of its registered agent to: _____
The street address of the registered agent is:

☐ Changes the address of its registered agent to:

☐ Revokes the authority of its registered agent.

131213000090

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45 Drawdown

D90

x _____ (Signature)

JORDAN E. RINGEL (Type or print name)

Capacity of signer *(Check appropriate box)*:

☐ Member

☐ Manager

☒ Authorized Person

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

Filed by: JORDAN E. RINGEL
(Name)

PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL
(Mailing address)

NEW YORK, NY 10022
(City, State and ZIP code)

FILED
2013 DEC 13 AM 8:56

Cst 16F 919949 T12T

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $30 filing fee made payable to the Department of State.

(For office use only)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 13 2013
TAX $ _____
BY: _____

RECEIVED
2013 DEC 12 PM 3:09

DOS-1359-f-l (Rev. 06/12)

Page 1 of 2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45
Drawdown

131213000090

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

If the name of the limited liability company has been changed, the name under which it was organized is: SFM MEDIA LLC

SECOND: The date of filing of the articles of organization is: NOVEMBER 28, 1997

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

1. ☐ The county location, within this state, in which the office of the limited liability company is located, is changed to: _____

2. ☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows:
C/O PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL, NEW YORK, NY 10022

3. ☐ The limited liability company hereby: *[check one]*

☐ Designates _____
as its registered agent upon whom process against the limited liability company may be served.
The street address of the registered agent is:

_____

☐ Changes the designation of its registered agent to: _____
The street address of the registered agent is:

_____

☐ Changes the address of its registered agent to:

_____

☐ Revokes the authority of its registered agent.

131213000090

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45 Drawdown

D90

X _____ (Signature)

JORDAN E. RINGEL (Type or print name)

Capacity of signer *(Check appropriate box)*:

☐ Member

☐ Manager

☒ Authorized Person

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

Filed by: JORDAN E. RINGEL
(Name)

PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL
(Mailing address)

NEW YORK, NY 10022
(City, State and ZIP code)

FILED
2013 DEC 13 AM 8:56

COST OF 919949 TIT

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $30 filing fee made payable to the Department of State.

(For office use only)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 13 2013
TAX $ _____
BY: _____

RECEIVED
2013 DEC 12 PM 3:09

DOS-1359-f-l (Rev. 06/12)

Page 1 of 2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF CHANGE OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

If the name of the limited liability company has been changed, the name under which it was organized is: SFM MEDIA LLC

SECOND: The date of filing of the articles of organization is: NOVEMBER 28, 1997

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

1. ☐ The county location, within this state, in which the office of the limited liability company is located, is changed to: _____

2. ☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows:
C/O PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL, NEW YORK, NY 10022

3. ☐ The limited liability company hereby: *[check one]*

☐ Designates _____
as its registered agent upon whom process against the limited liability company may be served.
The street address of the registered agent is:

_____

☐ Changes the designation of its registered agent to: _____
The street address of the registered agent is:

_____

☐ Changes the address of its registered agent to:

_____

☐ Revokes the authority of its registered agent.

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

X _____
(Signature)

JORDAN E. RINGEL
(Type or print name)

Capacity of signer *(Check appropriate box)*:

- ☐ Member
- ☐ Manager
- ☒ Authorized Person

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC
(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

Filed by: JORDAN E. RINGEL
(Name)

PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL
(Mailing address)

NEW YORK, NY 10022
(City, State and ZIP code)

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $30 filing fee made payable to the Department of State.

(For office use only)

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45
Drawdown

131213000090

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

If the name of the limited liability company has been changed, the name under which it was organized is: SFM MEDIA LLC

SECOND: The date of filing of the articles of organization is: NOVEMBER 28, 1997

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

1. ☐ The county location, within this state, in which the office of the limited liability company is located, is changed to: _____

2. ☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows:
C/O PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL, NEW YORK, NY 10022

3. ☐ The limited liability company hereby: *[check one]*

☐ Designates _____
as its registered agent upon whom process against the limited liability company may be served.
The street address of the registered agent is:

_____

☐ Changes the designation of its registered agent to: _____
The street address of the registered agent is:

_____

☐ Changes the address of its registered agent to:

_____

☐ Revokes the authority of its registered agent.

131213000090

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45 Drawdown

890

x _____
(Signature)
JORDAN E. RINGEL
(Type or print name)

Capacity of signer *(Check appropriate box)*:
- ☐ Member
- ☐ Manager
- ☒ Authorized Person

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC
(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FILED
2013 DEC 13 AM 8:56

Filed by: JORDAN E. RINGEL
(Name)
PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL
(Mailing address)
NEW YORK, NY 10022
(City, State and ZIP code)

Cost of 919949 T12T

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $30 filing fee made payable to the Department of State.

(For office use only)

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 13 2013
TAX $ _____
BY: _____

RECEIVED
2013 DEC 12 PM 3:09

DOS-1359-f-l (Rev. 06/12)

Page 1 of 2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF CHANGE OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

MEDIA PLANNING GROUP USA LLC

If the name of the limited liability company has been changed, the name under which it was organized is: SFM MEDIA LLC

SECOND: The date of filing of the articles of organization is: NOVEMBER 28, 1997

THIRD: The change(s) effected hereby are: *[Check appropriate statement(s)]*

1. ☐ The county location, within this state, in which the office of the limited liability company is located, is changed to: _____

2. ☒ The address to which the Secretary of State shall forward copies of process accepted on behalf of the limited liability company is changed to read in its entirety as follows:

C/O PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL, NEW YORK, NY 10022

3. ☐ The limited liability company hereby: *[check one]*

☐ Designates _____
as its registered agent upon whom process against the limited liability company may be served.
The street address of the registered agent is:

_____

☐ Changes the designation of its registered agent to: _____
The street address of the registered agent is:

_____

☐ Changes the address of its registered agent to:

_____

☐ Revokes the authority of its registered agent.

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

X _____
(Signature)

JORDAN E. RINGEL
(Type or print name)

Capacity of signer *(Check appropriate box)*:

- ☐ Member
- ☐ Manager
- ☒ Authorized Person

CERTIFICATE OF CHANGE
OF

MEDIA PLANNING GROUP USA LLC

(Insert Name of Domestic Limited Liability Company)

Under Section 211-A of the Limited Liability Company Law

Filed by: JORDAN E. RINGEL
(Name)

PAVIA & HARCOURT LLP, 590 MADISON AVENUE, 8TH FL
(Mailing address)

NEW YORK, NY 10022
(City, State and ZIP code)

NOTE: This form was prepared by the New York State Department of State for filing a certificate of change by a domestic limited liability company. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $30 filing fee made payable to the Department of State.

(For office use only)

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45
Drawdown

518

CERTIFICATE OF MERGER

OF

MEDIA CONTACTS CORPORATION

AND

MEDIA PLANNING GROUP USA LLC

INTO

MEDIA PLANNING GROUP USA LLC

Under Section 1003 of the Limited Liability Company Law

FILED
JUN 15 AM 11:29

Filed by: Jordan E. Ringel, Esq.
(Name)
c/o Pavia & Harcourt LLP, 590 Madison Avenue, 8th floor
(Mailing address)
New York, New York 10022
(City, State and Zip code)

Cust Ref # 6666347 KXK

RECEIVED
2015 JUN 12 PM 5:15

100

STATE OF NEW YORK
DEPARTMENT OF STATE
JUN 15 2015
FILED
TAX $ 0
BY:

P&H - 878852.2

3

532

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

CSC 45
Drawdown

150615000518

New York State
Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.ny.gov

CERTIFICATE OF MERGER

OF

MEDIA CONTACTS CORPORATION

AND

MEDIA PLANNING GROUP USA LLC

INTO

MEDIA PLANNING GROUP USA LLC

Under Section 1003 of the Limited Liability Company Law

FIRST: The name (and if the name has been changed, the name under which it was formed) and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is:

1. MEDIA CONTACTS CORPORATION, a Delaware corporation (merging entity);

2. MEDIA PLANNING GROUP USA LLC, a New York limited liability company originally formed under the name SFM MEDIA LLC.

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or other formation document was filed with the Department of State is:

MEDIA PLANNING GROUP USA LLC: November 28, 1997.

THIRD: For each foreign limited liability company and foreign other business entity, the jurisdiction and date of filing of its original articles of organization or formation document and the date when its application for authority was filed by the Department of State is:

MEDIA CONTACTS CORPORATION: the jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is June 22, 1999. An application

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM

for authority to transact business in the State of New York was filed with the Department of State on June 25, 1999.

FOURTH: The agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities that is to merge.

FIFTH: The name of the surviving domestic limited liability company is: MEDIA PLANNING GROUP USA LLC.

SIXTH: The future effective date of the merger, which does not exceed 30 days from the date of filing, is: June 30, 2015.

SEVENTH: Paragraph FIRST of the Articles of Organization relating to the surviving domestic limited liability company name is hereby amended to read as follows:

"FIRST: The name of the limited liability company is HAVAS MEDIA GROUP USA LLC".

EIGHTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is: Pavia & Harcourt LLP, 590 Madison Avenue, 8th floor, New York, New York 10022.

NINTH: The merger is permitted by the jurisdiction of organization or incorporation for each foreign limited liability company or foreign other business entity and is in compliance therewith.

TENTH: The agreement of merger is on file at the following place of business of the surviving domestic limited liability company: 200 Hudson Street, 3rd floor, New York, New York 10013.

ELEVENTH: A copy of the agreement of merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

MEDIA CONTACTS CORPORATION

By: _____
Name: Gary McCorry
Title: Executive Vice President and Chief Financial Officer

Date: June 11, 2015

MEDIA PLANNING GROUP USA LLC

By: _____
Name: Gary McCorry
Title: Executive Vice President and Chief Financial Officer, and Authorized Person

Date: June 11, 2015

P&H - 878852.2

Received by NSD/FARA Registration Unit 12/21/2018 7:01:05 PM