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FORM PCT-1618A
Expires 6/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

75380 193

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/County

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/03/1999 DWGUYEN 00000233 75380193

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01 FC:481
02 FC:482

40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 001953 FRAME: 0900

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number **312/321-4200**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#**4**

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$115.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#**23-1925**

Authorization to charge additional fees:

Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposition account are authorized, as indicated herein.

LaTonya T. Washington

LaTonya T. Washington

8-24-99

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LEO BURNETT COMPANY, INC.", CHANGING ITS NAME FROM "LEO BURNETT COMPANY, INC." TO "LEO BURNETT USA, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 1999, AT 4 O'CLOCK P.M.



0343308 8100

991315167

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9895490

AUTHENTICATION:

07-30-99

DATE:

4-12-99

AMENDED & RESTATED
CERTIFICATE OF INCORPORATION
OF
LEO BURNETT COMPANY, INC.

LEO BURNETT COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

The name of the corporation is LEO BURNETT COMPANY, INC. Its original Certificate of Incorporation was filed on August 16, 1935, with the Secretary of State.

This Restated Certificate of Incorporation amends, restates, and integrates the Certificate of Incorporation of this corporation:

- The name of the corporation is changed from LEO BURNETT COMPANY, INC. to LEO BURNETT USA, INC., as set forth in ARTICLE FIRST of the Restated Certificate of Incorporation, which shall be amended as follows:

FIRST: The name of this corporation is Leo Burnett USA, Inc.

- The entire text of the Certificate of Incorporation is hereby restated and integrated to read as follows:

RESTATED
CERTIFICATE OF INCORPORATION
OF
LEO BURNETT USA, INC.

FIRST: The name of this corporation is Leo Burnett USA, Inc.

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

THIRD: The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of capital stock which the corporation shall have the authority to issue is one thousand (1,000) shares, all of which shares shall be common stock, \$.01 par value per share.

FIFTH: Elections of directors need not be by written ballot.

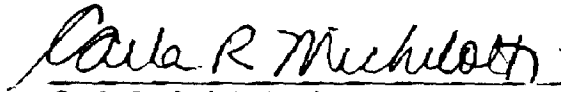
SIXTH: No director of the corporation shall be personally liable to the corporation or its stockholders for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

This Restated Certificate of Incorporation was duly adopted by written consent in lieu of a meeting of the stockholders of the corporation in accordance with Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, LEO BURNETT COMPANY, INC. has caused this certificate to be signed by Carla R. Michelotti, its Secretary, this 12~~th~~ day of April, 1999.

LEO BURNETT COMPANY, INC.

A handwritten signature in cursive script that reads "Carla R. Michelotti". The signature is written in black ink and is positioned above a horizontal line.

Carla R. Michelotti
Secretary