

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Leo Burnett Company, Inc.		04/12/1999	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Leo Burnett USA, Inc.		
Street Address:	35 W. Wacker Drive		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2231495	LEO BURNETT	
Registration Number:	2235675	LEO BURNETT	
Registration Number:	2332878	BRANDDRIVER	
Registration Number:	2332877	TARGETSCOPE	
Registration Number:	2371234	LAPIZ	
Registration Number:	2371235	LAPIZ	
CORRESPONDENCE DATA			
Fax Number:	(312)698-2123		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-861-8019		
Email:	david.j.davis@bakernet.com		
Correspondent Name:	David J. Davis		
Address Line 1:	130 E. Randolph Drive		
Address Line 2:	Suite 3500		
Address Line 4:	Chicago, ILLINOIS 60601		

CH \$165.00 2231495

NAME OF SUBMITTER:	David J. Davis
Signature:	/David J. Davis/
Date:	03/15/2005
Total Attachments: 4 source=Leo Burnett Company, Inc. to Leo Burnett USA, Inc#page1.tif source=Leo Burnett Company, Inc. to Leo Burnett USA, Inc#page2.tif source=Leo Burnett Company, Inc. to Leo Burnett USA, Inc#page3.tif source=Leo Burnett Company, Inc. to Leo Burnett USA, Inc#page4.tif	

Delaware

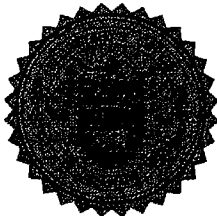
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED 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

040187248



Harriet Smith Windsor

HARRIET SMITH WINDSOR, Secretary of State

DATE: 03-12-04

TRADEMARK
REEL: 003047 FRAME: 0090

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 12th day of April, 1999.

LEO BURNETT COMPANY, INC.



Carla R. Michelotti
Secretary