

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 USA, Inc.		01/24/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Leo Burnett Company, Inc.		
Street Address:	35 West Wacker Drive		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2222195	STARCOM	
CORRESPONDENCE DATA			
Fax Number:	(312)698-2123		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	david.j.davis@bakernet.com, colleen.m.brennan@bakernet.com		
Correspondent Name:	David J. Davis		
Address Line 1:	130 E. Randolph Dr.		
Address Line 2:	One Prudential Plaza, Suite 3500		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	22170994-050225		
NAME OF SUBMITTER:	David J. Davis		
Signature:	/david j. davis/		
Date:	02/05/2009		

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Total Attachments: 3

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Delaware

PAGE 1

The First State

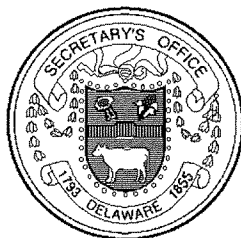
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "LEO BURNETT USA, INC.", CHANGING ITS NAME FROM "LEO BURNETT USA, INC." TO "LEO BURNETT COMPANY, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2008, AT 4:51 O'CLOCK P.M.

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

0343308 8100

080080877

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6337571

DATE: 01-25-08

TRADEMARK
REEL: 003930 FRAME: 0875

RESTATED CERTIFICATE OF INCORPORATION
OF
LEO BURNETT USA, INC.

Leo Burnett USA, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Leo Burnett USA, Inc., and the name under which the corporation was originally incorporated is Leo Burnett Company, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was August 16, 1935.
2. This Restated Certificate of Incorporation restates, integrates, and further amends the Certificate of Incorporation of this corporation, as follows:
 - a. The text of the Restated Certificate of Incorporation adopted on April 12, 1999 is restated in its entirety and integrates amendments adopted on December 29, 2003.
 - b. The name of the corporation as set forth in Article First of the Restated Certificate of Incorporation, as amended, is changed as set forth in item 3 below.
3. The text of the Restated Certificate of Incorporation adopted on April 12, 1999, as amended, is further amended as follows:

Article First is hereby deleted in its entirety and replaced by the following:

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

4. The Restated Certificate of Incorporation was duly adopted by unanimous written consent of the stockholders of the corporation in accordance with the applicable provisions of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.
5. The Restated Certificate of Incorporation, which is attached hereto as an exhibit, shall be effective as of 12:05 p.m. EST on November 28, 2007 for accounting purposes only.

Exhibit

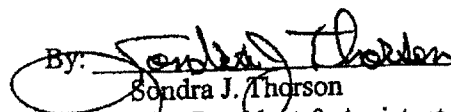
RESTATED CERTIFICATE OF INCORPORATION
OF
LEO BURNETT COMPANY, INC.

- FIRST: The name of this corporation is Leo Burnett Company, 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, 19801.
- 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 Delaware General Corporation Law.
- FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is one thousand one hundred (1,100) shares, all of which shares shall be common stock, \$.01 are 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 involved 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 transactions 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.

IN WITNESS WHEREOF, said Leo Burnett Company, Inc. has caused its Vice President & Assistant Secretary to sign and affix its corporate seal to this Restated Certificate of Incorporation on this 24th day of January, 2008.

LEO BURNETT USA, INC.

(CORPORATE SEAL)

By: 
Sandra J. Thorson
Vice President & Assistant Secretary