

DDB WORLDWIDE COMMUNICATIONS GROUP INC.

"SCHEDULE B"

<u>MARK</u>	<u>REGISTRATION NO.</u>
CONSUMER CONVERSATIONS & Design	1,104,447
CONSUMER CONVERSATIONS	1,116,166
APERTURE	1,562,513
R.O.I.	1,757,167
DDB NEEDHAM WORLDWIDE	1,802,285
OPTIMUM MULTINATIONAL MEDIA	1,891,819
BETTER IDEAS BETTER RESULTS	2,036,715
OPTIMUM MEDIA	2,074,434
THE SPRINGBOARD APPROACH	2,195,656

TRADEMARK

| REEL: 002017 FRAME: 0907

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

U.N.I.-37

THE DDB NEEDHAM WORLDWIDE COMMUNICATIONS GROUP INC.

Under Section 805 of the
Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the Chairman/CEO and Secretary of the Corporation, hereby certify:

FIRST: That the name of the Corporation is:

THE DDB NEEDHAM WORLDWIDE COMMUNICATIONS GROUP INC.

SECOND: That the Certificate of Incorporation was filed by the Secretary of State of New York on the 24th day of April, 1986. UNDER THE NAME DDB-NH ACQUISITION CORP.

THIRD: That the amendment to the Certificate of Incorporation effected by this Certificate is as follows:

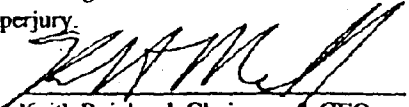
Paragraph **FIRST** of the Certificate of Incorporation, relating to the corporate title of the Corporation, is hereby amended to read as follows:


"FIRST: The name of the corporation is:

DDB WORLDWIDE COMMUNICATIONS GROUP INC."

FOURTH: That this amendment of the Certificate of Incorporation was authorized by the sole shareholder of the corporation (and, accordingly, by more than the required majority of the outstanding shares of capital stock of the Corporation entitled to vote), said authorization having followed the affirmative vote thereon of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury.


Keith Reinhard, Chairman & CEO


Philip Krieger, Secretary

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U.N.I - 37

AUG 17 10 20 AM '99

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OF
CERTIFICATE OF INCORPORATION
OF

THE DDB NEEDHAM WORLDWIDE COMMUNICATIONS GROUP INC.

Under Section 805 of the Business Corporation
Law of the State of New York

RECEIVED

AUG 15 4 03 PM '99

AUG 16 10 04 AM '99

RECEIVED

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 17 1999

TAX \$

BY: TPB

New York

DRAWDOWN

Davis & Gilbert LLP
1740 Broadway - 3rd Floor
New York, New York 10019

CUSTOMER REFERENCE NUMBER 45055AM

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TRADEMARK