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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Y-29-01 BOZELL WORLDWIDE, INC. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State New York [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: BOZELL GROUP, INC. Internal Address: Street Address: 101 East Erie Street City: Chicago State: IL Zip: 60611 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State New York [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [x] Change of Name [ ] Other Execution Date: November 8, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,176,933 2,196,319 2,264,112 2,114,805 Additional number(s) attached [ ] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: James R. Guerette, Esq. Internal Address: Street Address: Loeb & Loeb LLP 345 Park Avenue, 18th Floor City: New York State: NY Zip: 10154

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41): \$ 115.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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. James R. Guerette Name of Person Signing Signature Date 8/29/01

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002360 FRAME: 0499

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RESTATED

CERTIFICATE OF INCORPORATION

OF

BOZELL WORLDWIDE, INC.

CT-07

CT-07

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

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1. The name of the corporation is Bozell Worldwide, Inc. The name under which the corporation was formed was Kastor, Farrell, Chesley & Clifford, Inc.

2. The certificate of incorporation was filed by the department of state on the 19<sup>th</sup> day of September, 1945.

3. Paragraph FIRST of the Certificate of Incorporation of the corporation shall be amended to change the corporate name of the corporation and, to effect the foregoing, paragraph FIRST is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is Bozell Group, Inc.

4. Paragraph SECOND of the Certificate of Incorporation of the corporation shall be amended to change the corporate purpose of the corporation and, to effect the foregoing, paragraph SECOND is hereby amended to read in its entirety as follows:

SECOND: The purposes for which the corporation is to be formed are as follows:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

5. Paragraph SIXTH of the Certificate of Incorporation to change the designation and address of the office for Service of Process of the corporation shall be amended in its entirety as follows:

SIXTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served.

The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o CT Corporation System, 111 Eighth Avenue, New York, New York 10011.

6. Paragraph SEVENTH of the of the Certificate of Incorporation of the corporation shall be added to designate as the \_\_\_\_\_, registered agent in its entirety and, to effect the foregoing, Paragraph SEVENTH is hereby \_\_\_\_\_ to read in its entirety as follows:

SEVENTH: The name and address of the registered agent which is to be the agent of the corporation upon whom process against it may be served, are CT CORPORATION SYSTEM, 111 Eighth Avenue, New York, New York 10011

7. The text of the Certificate of Incorporation of the corporation is thereby restated as amended to read as set forth in full below:

FIRST: The name of the corporation is Bozell Group, Inc.

SECOND: The purposes for which it is formed are:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

THIRD: The aggregate number of shares which the corporation shall have authority to issue is:

2,000 shares of \$6 Cumulative Preferred Stock of the par value of \$100; and

50,000 shares of Common Stock of the par value of \$.06 per share

The relative rights, preferences and limitations of the shares of each class are as follows:

- (a) Dividends – The holders of the Preferred Stock shall be entitled to receive when and as declared by the board of directors from the net earnings of the corporation or from its surplus / whether earned or capital cumulative dividends at the rate of \$6 per share per annum, and no more, payable quarterly on the first days of January, April, July and October. No dividends shall be paid or declared and set apart for payment upon the Common Stock in any quarterly dividend period unless dividends on the Preferred Stock for such period shall have been

paid or declared and set apart for payment. The holders of the Preferred Stock shall not be entitled to receive any dividends or share in the profits in excess of \$6 per share per annum as aforesaid, whether payable in cash, securities or property.

- (b) Liquidation or Dissolution – In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, holders of the Preferred Stock shall be entitled to receive out of the assets of the corporation whether capital, surplus or earnings, before any payment shall be made to holders of Common Stock, \$100 per share plus accumulated dividends. After payment in full of such amount of holders of Preferred Stock, the remaining assets of the corporation shall be distributed to holders of Common Stock. The foregoing provision shall not be deemed to require the distribution of assets among the stockholders in the event of a consolidation, merger, lease or sale which does not in fact result in the liquidation or winding up of the enterprise.
- (c) Redemption – Preferred Stock may be redeemed in whole or in part at the option of the corporation at any time by the payment of cash for each share of such stock so redeemed of \$100 per share plus accumulated dividends, provided, however, that notice of the time and place of redemption shall be given to the holders of record of such stock to be redeemed by mail in such manner as shall be prescribed by the board of directors. In such respects and in other respects, the redemption procedures shall, subject to the terms hereof, be determined at the time by the board of directors. From and after the date fixed for redemption by such notice (unless default be made by the corporation in due payment of the redemption price) the holders of the shares designated for such redemption shall cease to have on account thereof any right as stockholders (including without limiting the generality of the foregoing the right to vote at or to receive notices of stockholders' meetings), except the right to receive, without interest, the redemption price. Upon any such redemption, the corporation shall have the right, before or after the date fixed for redemption, to deposit such redemption price with any bank or trust company which, at the time of such deposit, shall be a member of the Federal Reserve System, and from the time of such deposit the sole right of holders of shares so designated for redemption shall be to obtain from such bank or trust company the redemption price:
- (d) Purchase of Shares – The corporation may at any time purchase from any holder thereof any of the Preferred Stock to the extent now or hereafter permitted by law.
- (e) Voting Rights – Except as otherwise prescribed by law, holders of

Preferred Stock shall not be entitled to vote at any meeting of stockholders of the corporation.

Common Stock of the Par Value of \$.06 Per Share (hereinafter sometimes referred to as "Common Stock")

- (f) Dividends – After the dividend at the rate of \$6 per share per annum as aforesaid on the Preferred Stock, for the current quarterly dividend period has been paid or declared and set aside for payment, then and not otherwise, dividends may be declared and paid to the exclusion of the Preferred Stock to holders of the Common Stock from the net earnings of the corporation or from its surplus.
- (g) Purchase of Shares – The corporation may at any time purchase from any holder thereof any of the Common Stock to the extent now or hereafter permitted by law.
- (h) Voting Rights – Each holder of Common Stock shall be entitled at every meeting of stockholders of the corporation to one vote for every share of Common Stock standing in his name on the books of the corporation.

General

- (i) Pre-emptive Rights – No holder of stock of the corporation shall have any pre-emptive or preferential right to subscribe to or purchase any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notice, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation, issued or sold or proposed to be issued or sold, or any right of subscription to any thereof other than such, if any, as the board of directors in its discretion from time to time may determine, and at such price as the board of directors from time to time may fix; but all such shares of stock or other securities may be issued and disposed of by the board of directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons, as the board of directors in its discretion may deem advisable.

**FOURTH:** The office of the corporation is to be located in the County of New York, State of New York.

**FIFTH:** The duration of the corporation shall be perpetual.

**SIXTH:** The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address

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to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: c/o CT CORPORATION SYSTEM, 111 Eighth Avenue, New York, New York 10011.

**SEVENTH:** The name and address of the registered agent which is to be the agent of the corporation upon whom process against it may be served, are C T CORPORATION SYSTEM, 111 Eighth Avenue, New York, New York 10011.

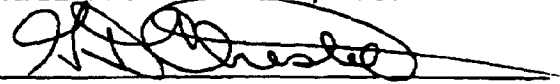
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5<sup>s</sup>

9. This restatement of the Certificate of Incorporation was authorized by the Board of Directors and by the required vote of the holders of shares entitled to vote thereon.

BOZELL WORLDWIDE, INC.

By:



Gary D. Chester  
Vice President

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CT-07

RESTATED CERTIFICATE OF INCORPORATION  
OF  
BOZELL WORLDWIDE, INC.

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

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RECEIVED

Nov 4 1999

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 08 1999

TAX \$

BY: *SAC* *SAC*

*New York*

TRUE NORTH COMMUNICATIONS INC.  
101 EAST ERIE STREET  
CHICAGO, IL 60611

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