

09-07-2001

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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Tab settings

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

1. Name of conveying party(ies):

TBWA CHIAT/DAY INC. 9-4-01

- Individual(s), General Partnership, Corporation-State (Delaware), Other



2. Name and address of receiving party(ies)

Name: TBWA WORLDWIDE INC.

Internal Address:

Street Address: 488 Madison Ave.

City: New York State: NY ZIP: 10022

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State (Delaware), 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 (No)

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: June 1, 2001

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/663,466 75/663,467

B. Trademark Registration No.(s)

Additional numbers attached? Yes (No)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: DONALD L. DENNISON

Internal Address: DENNISON, SCHEINER, SCHULTZ + WAFFEMAN Suite 612

Street Address: 1745 JEFFERSON DAVID HIGHWAY

City: ARLINGTON State: VA ZIP: 22202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

DONALD L. DENNISON

Name of Person Signing

Handwritten signature of Donald L. Dennison

Signature

AUG. 30, 2001

Date

Total number of pages including cover sheet, attachments, and document: 2

CERTIFICATE OF OWNERSHIP AND MERGER

of

TBWA Chiat/Day Inc.

(a Delaware corporation)

into

TBWA Worldwide Inc.

(a Delaware corporation)

It is hereby certified that:

1. TBWA Worldwide Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of [each class] of the stock of TBWA Chiat/Day Inc., which is a business corporation of the State of Delaware.

3. On May 31, 2001 by the Board of Directors of the Corporation adopted the following resolutions to merge TBWA Chiat/Day Inc. into the Corporation:

RESOLVED that TBWA Chiat/Day Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of TBWA Chiat/Day Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by TBWA Chiat/Day Inc. in its name.

RESOLVED that this Corporation assume all of the obligations of TBWA Chiat/Day Inc.

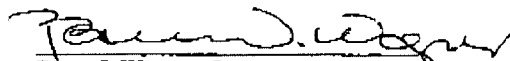
RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions and the time when the merger therein provided for shall become effective shall be upon filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

Executed on: June 1, 2001

TBWA Worldwide Inc.

By:



Barry J. Wagner, Secretary