

Form PTO-1594  
(Rev. 03/01)  
OMB No 0651-0027 (exp. 5/31/2002)  
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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.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):

TBWA Chiat/Day Inc.

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 23, 2001

2 Name and address of receiving party(ies)

Name: TBWA Worldwide Inc.

Internal

Address: \_\_\_\_\_

Street Address: 488 Madison Avenue

City: New York State: NY Zip: 10002

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,474,707 and 2,182,881

Additional number(s) attached  Yes  No

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

Name: Jeffrey C. Katz

Internal Address: Davis & Gilbert LLP

Street Address: 1740 Broadway

City: New York State: NY Zip: 10019

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

501765

(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.

Jeffrey C. Katz  
Name of Person Signing

  
Signature

4-8-02  
Date

Total number of pages including cover sheet, attachments, and document: 3

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

*State of Delaware*  
*Office of the Secretary of State*

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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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TBWA CHIAT/DAY INC.", A DELAWARE CORPORATION,  
WITH AND INTO "TBWA WORLDWIDE INC." UNDER THE NAME OF "TBWA WORLDWIDE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

AUTHENTICATION: 1497890

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DATE: 12-12-01  
TRADEMARK

REEL: 002449 FRAME: 0859

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 07/23/2001  
010254513 - 2930932

**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 proscribed 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 date 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

  
Harry J. Wagner, Secretary

07/23 01 14:44 NO.511 02/02

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RECORDED: 04/18/2002

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