

FILE COPY



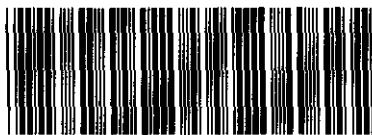
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4431736

The Registrar of Companies for England and Wales hereby certifies that  
OMNICOM MEDIA LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
OMD UK GROUP LIMITED

Given at Companies House, Cardiff, the 5th November 2002



\*C044317364\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

100537;

Company No. 4431736



OMNICOM MEDIA LIMITED

### SHAREHOLDERS WRITTEN RESOLUTION

We, Omnicom Europe Limited, being the only member of the above-named company, for the time being, entitled to attend and vote at general meetings, hereby pass the following resolution as Special Resolution and agree that the said resolutions shall, pursuant to Regulation 53 of Table A, be as valid and as effective as if the same had been passed at a General Meeting of the Company, duly convened and held:

1. "THAT the name of the Company be changed to OMD UK Group Limited; and
2. THAT the regulations contained in the printed documents attached marked "A" be and are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association."

Signed:  
On behalf of  
Omnicom Europe Limited

9<sup>th</sup> October 2002  
Dated

