Please complete in typescript, or in bold black capitals. **CHWP007**

Application by a limited company to be re-registered as unlimited

Company Number

2477134

Company Name in full

Manning Gottlieb OMD Limited



Alterations in the memorandum and articles should be set out overleaf.

- A non prescribed form of Statutory Declaration (form No. 49 (8) (b)) is available.
- Please delete as appropriate.

applies to be re-registered as unlimited.

The following documents are attached in support of this application for the company to be re-registered as unlimited:

- 1. Signed assents by or on behalf of all the members of the company (Form No. 49(8)(a))
- 2. A statutory declaration made by the directors of the company according to section 49(8)(b)) of the Companies Act 1985
- 3. A printed copy of the company's memorandum incorporating the alterations
- 4. Fig. printed copy of the company's articles incorporating the alterations

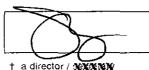
If the currency is not in. Pounds Sterling, please quote

the currency used.

Nominal share capital (if any) provided for in the articles as altered

£ 12,619

Signed



Date 23 MAR 2000

† Please delete as appropriate.

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.



Form revised July 1998

Mrs S A Bray - Group Company Secretary

Omnicom Europe Limited, 239 Old Marylebone Road,

London

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh



Manning Gottlieb OMD Limited

Memorandum of Association

Delete existing objects 1-5 and replace with new objects 1-3.20.

Articles of Association

Replace existing article 1.3 with new article 1.3

Renumber existing article 2 as article 1.4

Renumber existing article 3 as new article 2.1

Renumber existing article 4.1 as new article 2.2

Replace existing article 4.2 with new article 2.3

Renumber existing articles 4.3 and 4.4 as articles 2.4 and 2.5

Insert new article 2.6

Insert new article 3

Replace existing articles 5.1 and 5.2 with new article 4

Insert new article 5.1

Renumber existing article 6 as article 5.2

Insert new article 5.3

Renumber existing article 7 as article 6.1

Delete existing articles 8 and 9

Renumber existing articles 10.1,10.2 and 10.3 as articles 6.2,6.3 and 6.4

Delete existing article 11

Renumber existing articles 12 and 13 as articles 7.1 and 7.2

Renumber existing article 14 as article 8

Renumber existing articles 15-15.2 as article 9-9.2

Renumber existing article 16 as article 10

Insert new article 11