

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2477134

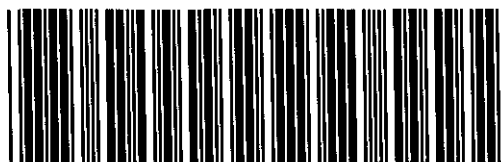
The Registrar of Companies for England and Wales hereby certifies that

MANNING GOTTLIEB MEDIA LIMITED

having by special resolution changed its name, is now incorporated
under the name of

MANNING GOTTLIEB OMD LIMITED

Given at Companies House, London, the 1st March 2002



C024771340


L. CONNELLY

For The Registrar Of Companies



C O M P A N I E S H O U S E

MC
HSBC
100520
5/04

Company No. 2477134



The Companies Act 1985
COMPANY LIMITED BY SHARES

MANNING GOTTlieb MEDIA LIMITED

Special Resolution passed on 28th February, 2002

At an EXTRAORDINARY GENERAL MEETING of the Company held on the 28th day of February, 2002, the following resolution was duly passed as a Special Resolution.

THAT the name of the Company be changed to

Manning Gottlieb OMD Limited

S.A. Bray (Mrs)
Secretary



LD1
COMPANIES HOUSE

0072
01/03/02