

# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "HILL AND KNOWLTON, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "HILL AND KNOWLTON, INC." TO "HILL AND KNOWLTON STRATEGIES, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 2:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

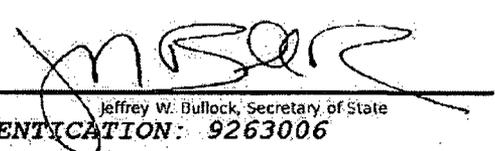
2012 JAN 25 PM 3:25  
HSD/CES/REGISTRATION UNIT

2114179 8100V

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9263006

DATE: 12-29-11

**CERTIFICATE OF CONVERSION**

**CONVERTING**

**HILL AND KNOWLTON, INC.**  
(a Delaware Corporation)

**TO**

**HILL AND KNOWLTON STRATEGIES, LLC**  
(a Delaware Limited Liability Company)

Hill and Knowlton, Inc., the corporation that is converting to a Delaware limited liability company (the "Converting Corporation"), and Hill and Knowlton Strategies, LLC, the continuing Delaware limited liability company (the "LLC"), hereby certify that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "Hill and Knowlton, Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
January 7, 1987	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company, filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act, is "Hill and Knowlton Strategies, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the LLC has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

5. Effectiveness. This Certificate of Conversion shall become effective at 11:59 p.m. on December 31, 2011.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 29, 2011.

HILL AND KNOWLTON, INC.

By: /s/ Kevin Farewell  
Name: Kevin Farewell  
Title: Secretary

NSD/CES/REGISTRATION UNIT  
2012 JAN 25 PM 3:25

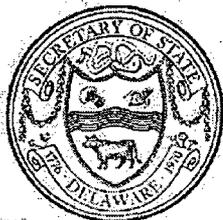
# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "HILL AND KNOWLTON STRATEGIES, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 2:42 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.



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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9263006

DATE: 12-29-11

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:42 PM 12/29/2011  
FILED 02:42 PM 12/29/2011  
SRV 111351029 - 2114179 FILE

**CERTIFICATE OF FORMATION  
OF  
HILL AND KNOWLTON STRATEGIES, LLC**

This Certificate of Formation is being executed as of December 29, 2011 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is Hill and Knowlton Strategies, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at is 874 Walker Road, Suite C, Dover, Delaware 19904 and the name of the registered agent at said address is United Corporate Services, Inc.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

4. Effectiveness. This Certificate of Formation shall become effective at 11:59 p.m. on December 31, 2011.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

/s/ Kevin Farewell

Name: Kevin Farewell

Title: Secretary

MSD/CES/REGISTRATION UNIT  
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