

Delaware

#5116

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The First State

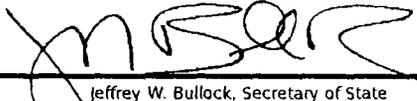
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "DENTSU AMERICA LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2010, AT 5:48 O'CLOCK P.M.



4779892 8100

100061011

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7771773

DATE: 01-21-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:48 PM 01/21/2010
FILED 05:48 PM 01/21/2010
SRV 100061011 - 4779892 FILE

CERTIFICATE OF FORMATION

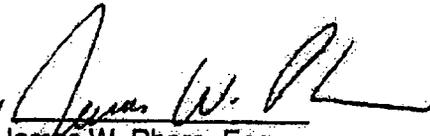
OF

DENTSU AMERICA LLC

1. The name of the limited liability company is DENTSU AMERICA LLC.

2. The address of its registered office in the State of Delaware is:
Corporation Trust Center, 1209 Orange Street, in the City of Wilmington,
Delaware 19801. The name of its registered agent at such address is The
Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate
of Formation of DENTSU AMERICA LLC as of this 21st day of January, 2010.

By 
James W. Pharo, Esq.
Authorized Person

NSD/CES/REGISTRATION
UNIT
2010 AUG -3 AM 9:38

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DENTSU AMERICA, INC.", A DELAWARE CORPORATION,
WITH AND INTO "DENTSU AMERICA LLC" UNDER THE NAME OF "DENTSU AMERICA LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JANUARY, A.D. 2010, AT 6:43 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4779892 8100M

100065511

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7781066

DATE: 01-27-10

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Dentsu America LLC and the name of the corporation being merged into this surviving limited liability company is Dentsu America, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

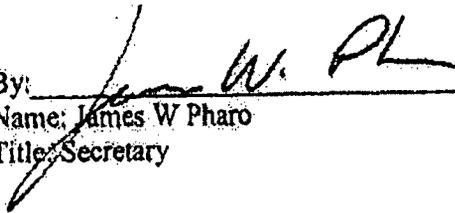
THIRD: The name of the surviving limited liability company is Dentsu America LLC

FOURTH: The merger is to become effective on January 22, 2010

FIFTH: The Agreement of Merger is on file at Dentsu America LLC, 32 Avenue of the Americas, 16th Fl., New York, NY 10016, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, the 22nd day of January, A.D., 2010.

By: 
Name: James W Pharo
Title: Secretary

NSD/CES/REGISTRATION
UNIT
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