

State of Idaho

Office of the Secretary of State

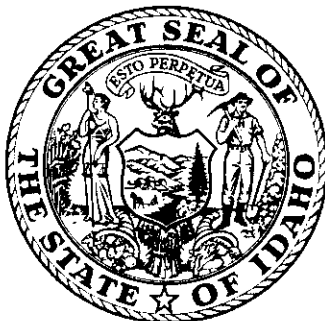
**CERTIFICATE OF AUTHORITY
OF
OCTAGON, INC.**

File Number C 157169

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 3 November 2004



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2004 NOV -3 AM 9:37

SECRETARY
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Octagon, Inc.

2. The name which it shall use in Idaho is: Octagon, Inc.

3. It is incorporated under the laws of: Washington D.C.

4. Its date of incorporation is: 04/06/83

5. The address of its principal office is:

1751 Pinnacle Drive Ste. 1500 McLean, VA 22102

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: 10/24/04

Signature: *Peter Lawler*

Typed Name: Peter Lawler

Capacity: Vice President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
10/28/2004 05:00
CK: 75070 CT: 183286 DN: 773566
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 157169

Officers & Directors of Octagon, Inc.

Directors:

Steve Berns, Philip de Picciotto, Michael Burton, Nicholas J. Camera, Albert Conte, Rick Dudley, and Peter Lawler (addresses as listed below)

Officers:

President: Philip de Picciotto

Chief Executive Officer: Rick Dudley

Chief Financial Officer: Mark Irvine

Vice Presidents: Michael Burton – Executive Vice President
Nancy Morton – Senior Vice President, Finance
Peter Lawler – Senior Vice President
Nicholas J. Camera – Vice President
Albert Conte – Vice President, Taxes and General Counsel
Arthur Mason – Vice President, Tax Counsel
Steven Berns – Vice President

Secretary: Nicholas J. Camera

Treasurer: Steven Berns

Addresses:

Mason, Berns, Camera, Conte:

The Interpublic Group of Companies
1114 Avenue of the Americas, 19th Fl.
New York, NY 10036
(212) 704-1200

Burton:

Octagon
1226 E. Main Street, 7th Floor
Stamford, CT 06902
(203) 363-1084

Dudley, Irvine:

Octagon
1270 Avenue of the Americas, 7th Fl.
New York, NY 10020
(212) 841-7000

dePicciotto, Morton, Lawler:

Octagon
1751 Pinnacle Drive, Suite 1500
McLean, VA 22102
(703) 905-3300

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 6th day of April, 1983 *Articles of Incorporation of:*

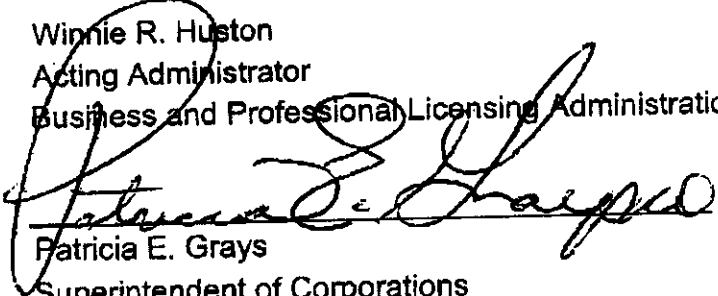
OCTAGON, INC.

WE FURTHER CERTIFY that the above named corporation is in Good Standing and duly incorporated and existing according to the records of Corporations Division, having filed all reports as required by the District of Columbia Business Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 22nd day of October, 2004.

David Clark
DIRECTOR

Winnie R. Huston
Acting Administrator
Business and Professional Licensing Administration



Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor