

John J. Sherry
110 East 42nd St.,
New York 17, N.Y.

[Signature]
Secretary of State

Thomas J. Flinn

FILED JAN 14 1952
TAX \$ 75
FILING FEE \$ 25

STATE OF NEW YORK
DEPARTMENT OF STATE

NEWMAN & GORMAN, INCORPORATED

[Signature]
(Jan 15, 52)

CERTIFICATE OF INCORPORATION

8156

OF

75-

CERTIFICATE OF AMENDMENT

\$60,000

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4/20/32 NYC 4224/32

8156-75-6

Certificate
of
Incorporation

OF

NEEDHAM & GROEMANN, INCORPORATED

(Pursuant to Article Two of the Stock Corporation Law.)

Mr. the undersigned, desiring to form a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York, do hereby make, subscribe and acknowledge this certificate for that purpose, as follows:—

FIRST: The name of the proposed corporation is **NEEDHAM & GROEMANN, INCORPORATED**

SECOND: The purposes for which this corporation is formed, are to do any and all things set forth to the same extent as natural born persons might or could do, to wit:—

1. To act as agent, attorney in fact or broker for any persons or person, corporation or corporations in buying, selling, leasing, and managing all advertising and publicity; to act as agent, attorney in fact or broker for any persons or person, corporation or corporations in the placing of advertisements in the newspapers, magazines, in all languages, and all other publications appearing in public print and to act as agent, attorney in fact or broker to place advertisements in theatre programs, street cars, bulletin boards, illuminated advertisements signs, house organs, private publications and public publications, hotel menus, and all other kinds of menus, and direct by mail publications.
2. To prepare and buy art works, engravings, printing of all kinds, papers of all kinds, space in any publication public or private, newspapers or magazines of whatever language and wherever published.
3. To enter into and contract agreements and plans for advertising for person or persons, corporation or corporations wherever situated; to act as intermediary in the making of advertising contracts and agreements.
4. To enter into and to conduct business under sales agency contracts; sub-contracts or other arrangements for the purposes heretofore enumerated.
5. To purchase, lease or otherwise acquire, lease, construct and improve, hold, occupy, use, rent and sell mortgage or otherwise dispose of lands, buildings and real property of any kind or rights of any real property wherever situated.
6. To plan direct by mail advertising for person or persons, corporation or corporations, wherever situated; to buy and sell art works, engravings, composition, paper, ink, binding and all other things necessary for the manufacture of such direct by mail advertising.
7. Generally, to do everything suitable, proper and conducive to the successful conduct of an advertising agency and brokerage business in all its branches and departments, and further, to do any and all things, and to exercise any and all powers which may now or hereafter be lawful for the corporation to do or exercise under and in pursuance of the stock corporation law of the State of New York or of any law that may be now or hereafter applicable to the corporation

THIRD: The amount of the capital stock shall be \$20,000.00.

FOURTH: The capital stock is to consist of 200 shares of the par value of \$ 100.00.

FIFTH: The office of the corporation is to be located in the City of New York in the County of New York State of New York.

SIXTH: The duration of said corporation shall be perpetual.

SEVENTH: The number of directors shall be 3. It is hereby provided as it is authorized by law that the directors need not be stockholders.

EIGHTH: The names and the post-office addresses of the directors until the first annual meeting of the stockholders, are as follows:—

NAMES	POST OFFICE ADDRESSES
KATE HAIMAN	11 West 42nd Street, N.Y.C.
NATHAN COHEN	11 West 42nd Street, N.Y.C.
BERNARD RABINOWITZ	11 West 42nd Street, N.Y.C.

NINTH: The names and post-office address of the subscribers of this certificate of incorporation and a statement of the number of shares which each agrees to take in the corporation, are as follows:

NAMES	POST-OFFICE ADDRESS	NUMBER OF SHARES
KATE RAIHAN	11 West 42nd Street, N.Y.C.	One
NATHAN COHEN	11 West 42nd Street, N.Y.C.	One
BERMAN RABINOWITZ	11 West 42nd Street, N.Y.C.	One

TENTH: All of the subscribers of this certificate are of full age, and that at least two-thirds of them are citizens of the United States, and that at least one of them is a resident of the State of New York and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

ELEVENTH: That the meetings of the Board of Directors shall be held at
11 West 42nd Street, New York City.

In witness whereof, we have made, subscribed and acknowledged this certificate in triplicate. Dated this 18th day of April 1932.

Kate Rabinowitz (L.S.)
Nathan Cohen (L.S.)
Berman Rabinowitz (L.S.)

STATE OF NEW YORK
COUNTY OF

New York } ss.

On this

day of

April

1932 before me personally came

Kathleen, Nathan Cohen, and Henry Rosenberg

to me known to be the persons described in and who executed the foregoing certificate of incorporation and they thereupon severally duly acknowledged to me that they executed the same.

Joseph G. Heissman

JOSEPH G. HEISSMAN
NOTARY PUBLIC
Bronx County Clerk's No. 143
Bronx County Register's No. 143
New York County Clerk's No. 42
New York Co. Register's No. 42
Commission Expires March 30, 1934

Certificate

of

Incorporation

of

NEEDHAM & GROHMAN INCORPORATED

(Pursuant to Art. 2 of the Stock Corporation Law)

Filed the day of 1932

CERTIFICATE OF INCREASE OF CAPITAL STOCK AND
NUMBER OF SHARES OF NEEDHAM & GRODMANN, INCORPORATED,
PURSUANT TO SECTION 36 OF THE
STOCK CORPORATION LAW

We, WILLIAM R. NEEDHAM and H. VICTOR GRODMANN, being respectively
the President of NEEDHAM & GRODMANN, INCORPORATED, and the Secretary
thereof, hereby certify as follows:

1. The name of the corporation is NEEDHAM & GRODMANN, INCORPORATED.
2. The certificate of incorporation was filed in the office of the
Secretary of State on the 20th day of April, 1932.
3. The total amount of the previously authorized capital stock is
\$50,000.
4. The total number of shares which the corporation is authorized
to issue is 500, all of which have a par value of \$100 each.
5. There is only one class of stock, to wit, common stock.
6. The number of shares issued and outstanding is 458.
7. The amount to which the capital stock is increased is \$50,000.
8. The number of shares is increased from 500 to 1,500 and all of
the new shares are to be of one class, to wit, preferred stock of the
par value of \$10 per share.
9. The designations, preferences, privileges and voting powers of
the new shares and the restrictions or qualifications thereof are as
follows:

The Preferred Stock of said corporation shall entitle the
holder to receive a non-cumulative dividend each year at the fixed
rate of six per cent per annum, before any dividends shall be
declared or paid upon the common stock.

Said Preferred Stock shall be preferred as to assets on dis-
solution up to its par value, but shall not be entitled to share
in any distribution of assets above its par value.

Said Preferred Stock shall be subject to redemption at its par
value at any time after two years from the issuance thereof by
resolution of the Board of Directors duly passed for that purpose.

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The holders of said Preferred Stock shall not be entitled to subscribe to any increase in the Capital Stock of any class which may be issued and offered to the stockholders of the corporation; but all such increased stock shall be offered to the common stockholders only. Preferred stock shall have no voting rights in the election of directors or in any other corporate matter, exclusive voting right being vested in the Common Stock.

10. The total number of shares which the corporation may henceforth have is 1,500 shares of which 500 shares shall be common with a par value of \$100 each and of which 1,000 shares shall be preferred with a par value of \$10 each, with the designations, preferences, privileges, voting powers, restrictions and qualifications as above set forth.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 10th day of February, 1938.

W. C. Deedman
President

H. Victor Grohman
Secretary

536-112-2

STATE OF NEW YORK)
CITY OF NEW YORK) 88.
COUNTY OF NEW YORK)

On this 10th day of February, 1938 before me personally came WILLIAM R. NEEDHAM and H. VICTOR GRODMANN, to me known to be the persons described in and who executed the foregoing certificate, and they thereupon duly acknowledged to me that they executed the same.

Joseph Picarelli
Notary Public, No. 231, Reg. No. 8261
City of N.Y. Ch. No. 654, Reg. No. 8-395
Commission expires March 30, 1938

STATE OF NEW YORK)
CITY OF NEW YORK) 88.
COUNTY OF NEW YORK)

WILLIAM R. NEEDHAM and H. VICTOR GRODMANN being duly sworn depose and say, and each for himself deposes and says, that he is the President of NEEDHAM & GRODMANN, INCORPORATED, and the Secretary thereof, respectively; that they have been duly authorized to execute and file the foregoing certificate of increase of capital stock and number of shares by the votes of the holders of record of all of the outstanding shares of said corporation entitled to vote thereon, cast in person at a stockholders meeting held at 500 Fifth Avenue, in the City of New York, on the 10th day of February, 1938 at 10 o'clock in the fore noon, upon notice pursuant to Section 145 of the Stock Corporation Law.

Subscribed and sworn to before me this 10th day of February, 1938.

Joseph Picarelli
Notary Public, No. 231, Reg. No. 8261
City of N.Y. Ch. No. 654, Reg. No. 8-395
Commission expires March 30, 1938

W. R. Needham
President

H. Victor Grodman
Secretary

5336-179-4

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[Handwritten signature]

CERTIFICATE OF INCREASE OF CAPITAL STOCK
AND NUMBER OF SHARES OF NEEDHAM & GRO-
MAN, INCORPORATED, PURSUANT TO SECTION
36 OF THE STOCK CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 1 - 1938

TAX \$ 10.
FEE \$ 2.50

[Signature]
SECRETARY OF STATE

[Signature]
ASST. CLERK

JOHN H. SHERRY
COUNSELOR AT LAW

210 EIGHTH STREET

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7090
5/17
4224-132

CERTIFICATE OF INCREASE OF CAPITAL
STOCK OF

225

NEEDHAM & BROTHMAN,
INCORPORATED,

PURSUANT TO SECTION 36 OF STOCK
CORPORATION LAW.

5000 *gk*

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 28 1936
TAX \$ 15-
FILING FEE \$ 25-

Edward J. Lyons

SECRETARY OF STATE
BY *[Signature]*
CLERK

JOSEPH O. KREISSMAN,
Attorney-at-Law,
Office & P. O. Address,
11 West 42nd Street,
Borough of Manhattan,
City of New York.

Certificate of increase of capital stock
of Needham & Grohmann, Incorporated, pursuant to Section 35
of Stock Corporation Law.

WE, the undersigned, being President and
the Secretary respectively of Needham & Grohmann, Incorporated,
do hereby certify as follows:

FIRST: The name of the corporation is
Needham & Grohmann, Incorporated.

SECOND: The certificate of incorporation
of the said corporation was filed in the office of the
Secretary of State on the 20th day of April, 1932.

THIRD: The total amount of previously
authorized capital stock is \$20,000.00. 70

FOURTH: The total number of shares which
the corporation is already authorized to issue is 200, all
being of the same class and all of the par value of \$100.00
each.

FIFTH: The number of shares issued and
outstanding is Two Hundred (\$200.00) Dollars.

SIXTH: The amount to which the capital
stock is hereby increased is \$50,000.00.

SEVENTH: The number of shares is also
hereby increased from 200 to 500.

EIGHTH: The total number of shares, includ-
ing those previously authorized, which the corporation may

henceforth have is 500, all of which are to be, as heretofore, of the same class and of the par value of \$100.00 each.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate in duplicate, this 21st day of April, 1936.

W.R. Needham
President

H. Victor Grohmann
Secretary.

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS:

On this 21st day of April, 1936, before me personally came William R. Needham and H. Victor Grohmann, to me known and known to me to be the persons described in, and who executed the foregoing Certificate, and severally duly acknowledged to me that they executed the same.

Joseph G. Kneibman
Notary
JOSEPH G. KNEIBMAN
NOTARY PUBLIC IN AND FOR THE COUNTY

STATE OF NEW YORK }
COUNTY OF NEW YORK } SS:

William R. Needham and H. Victor Grohmann, being severally duly sworn, do depose and say, and each for himself deposes and says: That he, the said William R. Needham, is the President of Needham & Grohmann, Incorporated, and he, the said H. Victor Grohmann, is the Secretary thereof.

That they have been authorized to execute and file the foregoing Certificate by the votes cast in person or by proxy of the holders of record of a majority of the outstanding shares of the corporation entitled to

vote on an increase of capital stock and number of shares and that such votes were cast at a stockholders meeting held at 500 Fifth Avenue in the City of New York, State of New York, on the 21st day of April, 1936, at 9:00 o'clock in the forenoon, upon notice pursuant to Section 45 of the Stock Corporation Law.

W. P. Keelhaus
President

W. Victor Brokaw
Secretary

Sworn to before me this
21st day of April, 1936.

Joseph G. Kreisman

JOSEPH G. KREISMAN
NOTARY PUBLIC IN AND FOR THE COUNTY OF
SARATOGA CO. CLERK No. 107K38
N. Y. CO. CLERK No. 107K38
N. Y. CO. CLERK No. 107K38
COMMISSION EXPIRES MARCH 30, 1938

CERTIFICATE OF AMENDMENT

CERTIFICATE OF INCORPORATION

WEEHAW & GROHMANN, INCORPORATED

Pursuant to Sec. 36 of the Stock Corporation Law

We, the undersigned, being the holders of record of all of the outstanding shares entitled to vote upon any increase of number of shares and any capital stock of WEEHAW & GROHMANN, INCORPORATED, do hereby certify as follows:

1. The name of the corporation is WEEHAW & GROHMANN, INCORPORATED.

2. The certificate of incorporation was filed in the Office of the Secretary of State on the 20th day of April, 1932.

3. The certificate of incorporation filed as aforesaid on April 20, 1932 authorized a capitalisation of \$20,000.00 to consist of 200 shares of the par value of \$100.00 each. A certificate authorizing an increase in capital stock to \$50,000.00 to consist of 500 shares of the par value of \$100.00 each was filed in the Office of the Department of State on April 28, 1932. Another certificate authorizing an increase of capital stock to \$60,000.00 to consist of 500 shares of common stock of the par value of \$100.00 each and 1,000 shares of preferred stock of the par value of \$10.00 each with the designations, preferences, privileges, voting powers of said new shares of preferred stock and the restrictions or qualifications thereof as set forth in said certificate, was filed in the Office of the Department of State on March 1, 1932.

8156-75-1

4. Pursuant to the authorization in subdivision (a) of Section thirty-five of the Stock Corporation Law, the certificate of incorporation is hereby amended to increase the capital stock and the number of shares as follows:

(a) Article THIRD of the certificate of incorporation relating to the amount of capital stock is hereby amended to read as follows:

"THIRD: The amount of the capital stock shall be \$210,000.00."

(b) Article FOURTH of the certificate of incorporation relating to the number of shares of capital stock is hereby amended to read as follows:

"FOURTH: The capital stock is to consist of 3,000 shares, of which 2,000 shares shall be common stock with a par value of \$100.00 each, and of which 1,000 shares shall be preferred stock with a par value of \$10.00 each."

The respective designations, preferences, privileges and voting powers or restrictions or qualifications of each class of stock are to remain as heretofore.

5. The number of shares of this corporation not resulting from a change of shares of which the par value has hereby been increased is 1900.

IN WITNESS WHEREOF, we have made and acknowledged this certificate this 11th day of January, 1952.

V. Victor Grahmann
E. Victor Grahmann

8156-75-2

STATE OF NEW YORK

COUNTY OF NEW YORK

SS. 1

On the 11th day of January, 1952 before me personally came
H. VICTOR GROHMANN to be known, and known to me to be the person de-
scribed in and who executed the foregoing certificate and he duly
acknowledged that he executed the same.

Lee Del Vecchio

LEE DEL VECCHIO
Notary Public - State of New York
No. 24 5952400
Qualified in Kings County
Certificate Filed in Kings Register
New York Co. Clerk and Register
Commission Expires March 31, 1953

8156-75-3

STATE OF NEW YORK
COUNTY OF NEW YORK

55-7

B. VICTOR GROMMAN being duly sworn, deposes and says:

1. That he resides at 232 Hudson Avenue, Jersey, County of Bergen, State of New Jersey, and that he is the President and Treasurer of BERTRAM & GROMMAN, INCORPORATED.

2. That annexed hereto is a certificate of amendment to the certificate of incorporation to increase the number of shares and the capital stock of the said corporation pursuant to Section thirty-six of the Stock Corporation Law.

3. That the number of additional shares not resulting from a change of shares which the corporation is hereby authorized to issue is 1500, all of which are to be of the par value of \$100.00 each.

4. That no shares are changed as provided in subparagraph five of paragraph C of subdivision two of section thirty-five of the Stock Corporation Law.

V. Victor Gromman
President and Treasurer

Subscribed and sworn to before me

this 11th day of January, 1952.

Fred Del Vecchio

FRED DEL VECCHIO
Notary Public - State of New York
No. 245902000
Qualified in Kings County
Certificate Filed in Kings Register
New York Co. Clerk and Register
Commission Expires March 24, 1952

8156-75-4

STATE OF NEW YORK }
COUNTY (OF NEW YORK) } SS.:

JOHN M. HANDELY being duly sworn, deposes and says:

That he is duly elected, qualified and acting Secretary
of MELDREAN & GROHMAN, INCORPORATION, and as such, is custodian of
the stock book of the said corporation;

That the persons who have executed the foregoing certificate
constitute in person the holders of record, as disclosed by such
stock book, of all the outstanding shares of said corporation entitled
to vote on an increase of the number of shares and of the capital
stock of said corporation.

John M. Handley
John M. Handley

Subscribed and sworn to before me

this 11th day of January, 1952.

Lee Del Vecchio



LEE DEL VECCHIO
Notary Public - State of New York
No. 24 940096
Qualified in Kings County
Certificate Filed in Kings Register
New York Co. Clerk and Register
Commission Expires March 30, 1954

8156-75-5

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