F00000002751

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/16

100003254611--0
-05/16/00--01060--019
***1220.00 ***1220.00

Corporation(s) Name

Putnam Lovell Group Inc.

FILED
00 MAY 16 PM 4:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(X)Profit
( )Nonprofit

( )Amendment

( )Merger

(X)Foreign
( )LLC

( )Dissolution
( )Withdrawal

( )Mark

( )Limited Partnership
( )Reinstatement
( )UCC ( ) 1 or ( ) 3

( )UBR
( )Fititious Name

( )Other
( )Ch. RA

***Special Instructions**

( )Certified Copy
( )arts/ameds/mergers ( ) Other-See Above

( )Photocopies

( )CUS

(XXX)Walk in

(XXX)Pick-up

( )Will Wait

RECEIVED
00 MAY 16 PM 1:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please Return Filed Stamped Copies To:

Carol Clark

Thank You!

5/16 5/16

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
00 MAY 16 PM 4:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. Putnam Lovell Group Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 94-3283346
(FEI number, if applicable)

4. August 13, 1997
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. November 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Pier Five, The Embarcadero, San Francisco, CA 94111

(Current mailing address)

8. conduct research
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
Connie Bryan
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. **DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: see attached for complete list of directors

Address:

Vice Chairman: see attached for complete list of directors

Address:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 4:36

Director:

Address:

Director:

Address:

B. **OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: see attached for complete list of officers

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CHAIRMAN & CEO

(Typed or printed name and capacity of person signing application)

Putnam Lovell Group Inc.
Officer's List

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 16 PM 4:36

Name	Title	Street Address	City	State	Zip Code
Putnam, Donald H	Chairman, CEO and Managing Director	212 Union Street	San Francisco	CA	94133
Lovell, Jeffrey D	President & Managing Director	2017 Paseo Del Sol	Palos Verdes Est	CA	90274
Morris, Jr., Richard I.	Secretary, Treasurer & Managing Director, COO	11 Shelley Court, 56 Tite Street	London, England		SW 34JB
Henson, William P	Managing Director	256 Loring Avenue	Pelham	NY	10803
Thornton, Mary Pat	Executive Vice President & Managing Director	One Pierrepont St	Brooklyn	NY	11201
Wells, Donald S.	Board Member	145 Stonehenge Road	Beaconsfield, Quebec, Canada		H9W3X6
King-McPherson, Heather	Vice President				

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PUTNAM LOVELL GROUP INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 11 PM 4:36

Edward J. Freel, Secretary of State

2784564 8300

001239182

AUTHENTICATION: 0430777

DATE: 05-10-00