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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 472964 7284089
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 1220.00

ORDER DATE : September 14, 2001

ORDER TIME : 11:28 AM

ORDER NO. : 472964-135

CUSTOMER NO: 7284089

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CUSTOMER: Mr. Michael Forese
Michael Forese
610 Plymouth Meeting Executive
Campus Second Fl- Suite 200
Plymouth Meetin, PA 19462

FOREIGN FILINGS

NAME: RESEARCH PHARMACEUTICAL
SEARCH, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

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RESEARCH PHARMACEUTICAL
SEARCH, INC.
TALLAHASSEE, FLORIDA

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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

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1. RESEARCH PHARMACEUTICAL SEARCH, 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. Pennsylvania 3. 232735793
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 21, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 05, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

Suite 200, 610 Plymouth Meeting Exec Camp
7. Plymouth Meeting, PA 19462
(Principal office address)

(Current mailing address)
Contract employment consulting services to the pharmaceutical and biotechnology industry. To engage in any act or activity for which corporations may be organized.

8. (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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Jenny Dawson
(Registered agent's signature)
JENNY DAWSON, Assistant Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

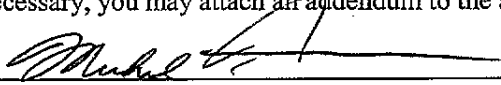
Secretary: _____

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. MICHAEL FORESE, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

RESEARCH PHARMACEUTICAL SEARCH, INC.

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List of Officers

Name: DANIEL PERLMAN **Title:** PRESIDENT/CEO
Bus. Addr.: 610 PLYMOUTH MTG EXEC CAMPUS, PLYMOUTH MEETING, PA 19462

Name: MICHAEL FORESE **Title:** VICE PRES/CFO
Bus. Addr.: 610 PLYMOUTH MTG EXEC CAMPUS, PLYMOUTH MEETING, PA 19462

Name: JANET BRENNAN **Title:** COO
Bus. Addr.: 610 PLYMOUTH MTG EXEC CAMPUS, PLYMOUTH MEETING, PA 19462

Name: JOSEPH ARCANGELO **Title:** VICE PRESIDENT
Bus. Addr.: 610 PLYMOUTH MTG EXEC CAMPUS, PLYMOUTH MEETING, PA 19462

List of Directors

Name: DANIEL PERLMAN **Term:**
Bus. Addr.: 610 PLYMOUTH MTG EXEC CAMPUS, PLYMOUTH MEETING, PA 19462

Name: JANET BRENNAN **Term:**
Bus. Addr.: 610 PLYMOUTH MTG EXEC CAMPUS, PLYMOUTH MEETING, PA 19462

Name: DANIEL RAYNOR **Term:**
Bus. Addr.: 60 MADISON AVE S, STE 701, NEW YORK, NY 10010

Name: ROBERT REISLEY **Term:**
Bus. Addr.: 225 SOUTH 25TH ST., PHILADELPHIA, PA 19103

Name: JAMES MACDONALD **Term:**
Bus. Addr.: c/o FIRST ANALYSIS CORP. 233 WACKER DR., STE 9500, CHICAGO, IL 60606

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

SEPTEMBER 14, 2001

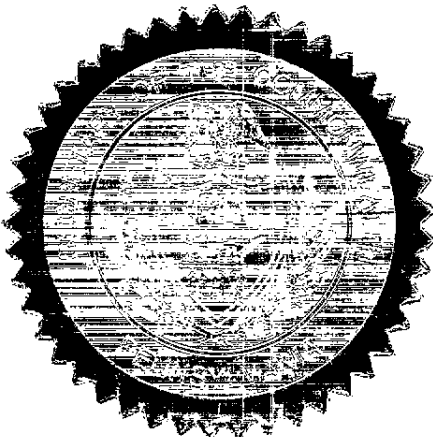
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TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

RESEARCH PHARMACEUTICAL SEARCH, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzgenjull

Secretary of the Commonwealth

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