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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1573

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**HC2, INC.**

Certificate of Status	0
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Amanda Haddon EA 29.55

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06 DEC 19 AM 10:20  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**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.*

1. HC2, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

HIRECounsel, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. District of Columbia

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

3. 27-0058625

(FEI number, if applicable)

4. May 13, 2003

(Date of incorporation)

5. Perpetual

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

6.

Upon qualification

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1725 I Street, N.W., Suite 300, Washington, DC 20006

(Principal office address)

1725 I Street, N.W., Suite 300, Washington, DC 20006

(Current mailing address)

8. Staffing services

(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 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.*



(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Lynn Mestel

Address: 575 Madison Avenue  
New York, NY 10022

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Lynn Mestel

Address: 575 Madison Avenue  
New York, NY 10022

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: WILLA FAUER

Address: 575 MADISON AVENUE, NEW YORK, NY 10022

Treasurer: \_\_\_\_\_

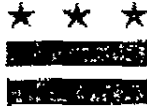
Address: \_\_\_\_\_

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

13. [Signature]  
(Signature of Director or Officer listed in number 12 of the application)

14. Lynn Mestel, President  
(Typed or printed name and capacity of person signing application)

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



C E R T I F I C A T E

**THIS IS TO CERTIFY** that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 13th day of *May*, 2003 *Articles of Incorporation of:*

**HC2, 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 8th day of December, 2006.

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06 DEC 18 AM 10:21  
TALLAHASSEE, FLORIDA

PATRICK J. CANAVAN, PSY. D.  
DIRECTOR

Business and Professional Licensing Administration

PATRICIA E GRAYS  
Superintendent of Corporations  
Corporations Division

Anthony A. Williams  
Mayor