

FRS TRANSMITTAL LETTER **000005274**

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

275-19901
100001600581
-10/05/95--01026--008
*****70.00 *****70.00

SUBJECT: Paul Ray Berndtson, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referericed foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

R. Douglas Orr
(Name of Person)
Paul Ray Berndtson, Inc.
(Firm/Company)
301 Commerce Street, Suite 2300
(Address)
Fort Worth, Texas 76102
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

R. Douglas Orr at (817) 334-0500.
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1995

R. DOUGLAS ORR
PAUL RAY BERDTSON, INC.
301 COMMERCE ST #2300
FT WORTH, TX 76102

SUBJECT: PAUL RAY BERDTSON, INC.
Ref. Number: W95000019909

We have received your document for PAUL RAY BERDTSON, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 695A00045357

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. PAUL RAY BIRNDRSON, 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. TEXAS (State or country under the law of which it is incorporated) 3. 75-1766152 (FEI number, if applicable)

4. 6/24/81 (Date of Incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/95 (Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 817.165, F.S.)

7. 301 COMBELL ST, SUITE 2300
FORT WORTH TX 76102
(Current mailing address)

8. MANAGEMENT CONSULTING SERVICES, PRIMARILY EXECUTIVE SEARCH
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT Corporation Systems
Office Address: 1200 S. 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

Daniel R. Glatz
Daniel R. Glatz (Registered agent's signature) Asst. 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 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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

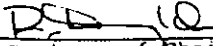
Secretary: _____

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. P. DOUGLAS ORR, VP & CONTROLLER
(Typed or printed name and capacity of person signing application)

PAUL RAY BERNDTSON, INC.

Officers and Directors

November 7, 1994

Paul R. Ray Sr.
Chairman & Director
Paul Ray Berndtson, Inc.
301 Commerce St., Suite 2300
Fort Worth, Texas 76102

Paul R. Ray Jr.
President, CEO & Director
Paul Ray Berndtson, Inc.
301 Commerce St., Suite 2300
Fort Worth, Texas 76102

Andrew E. Weidener
Senior Vice President, Manager & Director
Paul Ray Berndtson, Inc.
10 South Riverside Plaza, Suite 720
Chicago, IL 60606

T. Breck Ray
Senior Vice President, Manager & Director
Paul Ray Berndtson, Inc.
301 Commerce St., Suite 2300
Fort Worth, Texas 76102

David B. Radden
Senior Vice President, Manager & Director
Paul Ray Berndtson, Inc.
2029 Century Park E., Suite 1000
Los Angeles, CA 90067

Jacques P. André
Senior Vice President & Director
Paul Ray Berndtson, Inc.
101 Park Avenue
New York, NY 10178

H. Reece Pettigrew
Senior Vice President Finance &
Administration and Director
Paul Ray Berndtson, Inc.
301 Commerce St., Suite 2300
Fort Worth, Texas 76102

John T. Mitchell
Senior Vice President & Director
Paul Ray Berndtson, Inc.
10 South Riverside Plaza, Suite 720
Chicago, IL 60606

John B. Bohle
Senior Vice President & Director
Paul Ray Berndtson, Inc.
2029 Century Park E., Suite 1000
Los Angeles, CA 90067

Kenneth M. Rich
Senior Vice President & Director
Paul Ray Berndtson, Inc.
101 Park Avenue
New York, NY 10178

R. Douglas Orr
Vice President & Controller
Paul Ray Berndtson, Inc.
301 Commerce St., Suite 2300
Fort Worth, TX 76102

William A. Matthews
Vice President & Director
Paul Ray Berndtson, Inc.
191 Peachtree Tower
Suite 3800
191 Peachtree St., N.E.
Atlanta, GA 30303-1757

Amanda C. Fox
Senior Vice President & Director
Paul Ray Berndtson, Inc.
10 South Riverside Plaza, Suite 720
Chicago, IL 60606

William H. Weed
Senior Vice President & Manager
Paul Ray Berndtson, Inc.
101 Park Avenue
New York, NY 10178



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

**PAUL RAY BERNDTSON, INC.
CHARTER #567311-00**


were filed in this office and a certificate of incorporation was issued on

JUNE 24, 1981;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 20, 1995.*



Antonio O. Garza, Jr.
Secretary of State

PH