

F98000005961
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LAI Ward Howell, 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 referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

W98-19750

Lorrie A. Hamlin
(Name of Person)

LAI Ward Howell, Inc.
(Firm/Company)

3903 Northdale Boulevard, Suite 200E
(Address)

Tampa, FL 33624
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 27 AM 10:19
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*****70.00 *****70.00

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

Lorrie A. Hamlin at (813) 961-7494
(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



Ward Howell

August 20, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Please note that the name used in the Application by Foreign Corporation for Authorization to Transact Business in Florida is different from that shown on the attached Certificate of Incorporation due to the enclosed Agreement and Plan of Merger. As indicated, the Merger occurred on February 27, 1998, and effectively changed the name of Ward Howell International, Inc. to LAI Ward Howell, Inc. This documentation is reflected on page six of the Merger.

If you have any questions regarding this matter, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "Lorrie A. Hamlin".

Lorrie A. Hamlin
Tax Manager

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1998

LORRIE A. HAMLIN
LAI WARD HOWELL, INC.
3903 NORTHDAL BLVD., STE. 200E
TAMPA, FL 33624

SUBJECT: LAI WARD HOWELL, INC.
Ref. Number: W98000019750

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We have received your document for LAI WARD HOWELL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

If the corporation's name has changed due to a merger, the current name of the corporation must be reflected in the certificate of existence.

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 (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00044575

LAI Ward Howell
Northdale Plaza, Suite 200E
3903 Northdale Boulevard Tampa, Florida 33624-1864
Tel: (813) 961-7494 Fax: (813) 962-2138
Web site: www.laix.com



October 20, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

We are enclosing an updated Certificate of Existence for LAI Ward Howell, Inc. pursuant to the enclosed request.

If you have any questions regarding this matter, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "Lorrie A. Hamlin".

Lorrie A. Hamlin
Tax Manager

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**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. LAI Ward Howell, 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. Connecticut 3. 13-178 5231
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/22/54 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2/28/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 3903 Northdale Boulevard, Suite 200E
Tampa, FL 33624
(Current mailing address)

8. Executive Search Services & Administration
(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:** (P.O. Box or Mail Drop Box acceptable)

Name: Jack P. Wissman

Office Address: 3903 Northdale Boulevard, Suite 200E

Tampa, Florida, 33624
(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.

Jack P. Wissman
(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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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: Robert L. Pearson
Address: 1601 Elm Street, Suite 4150
Dallas, TX 75201-4768

Vice Chairman: _____
Address: _____

Director: Jack P. Wissman
Address: 3903 Northdale Boulevard, Suite 200E
Tampa, FL 33624

Director: Philip R. Albright
Address: 3903 Northdale Boulevard, Suite 200E
Tampa, FL 33624

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


President: Robert L. Pearson
Address: 1601 Elm Street, Suite 4150
Dallas, TX 75201-4768

Vice President: Jack P. Wissman
Address: 3903 Northdale Boulevard, Suite 200E
Tampa, FL 33624

Secretary: Philip R. Albright
Address: 3903 Northdale Boulevard, Suite 200E
Tampa, FL 33624

Treasurer: Philip R. Albright
Address: 3903 Northdale Boulevard, Suite 200E
Tampa, FL 33624

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. Jack P. Wissman, Vice President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

WARD HOWELL ASSOCIATES, INC.

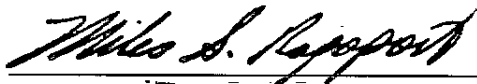
a STOCK corporation under the Connecticut General Statutes was filed
in this office on December 22, 1954. The following comprises a list of
amendments changing its name as filed in this office as of the date of
this certificate:

AMENDMENTS CHANGING THE NAME TO

WARD HOWELL INTERNATIONAL, INC.
File Date: January 21, 1980

LAI WARD HOWELL, INC.
File Date: February 27, 1998 File Time: 03:12 PM
Effective Date: February 27, 1998 Effective Time: 05:00 PM

Insofar as the records of this office reveal, the corporation is in
existence.



Secretary of the State

Date Issued: October 14, 1998

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