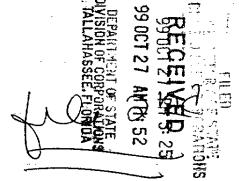
1000055 Address City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Walk in Certified Copy Photocopy Mail out Will wait Certificate of Status NEW FILINGS AMENDMENTS = Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

	REGISTRATION/ QUALIFICATION
X	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other



****140.00 *****87.50

Examiner's Initials	

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

	KORN/FERR	RY INTERNATIONAL	L, INC.	90
words or abbre	viations of like import in	word "INCORPORATED' language as will clearly in ontained in the name at pre	", "COMPANY", "CORPORATION dicate that it is a corporation instead sent.)	of a
	aware	3.	95-2623879	3
State or countr	y under the law of which	it is incorporated)	(FEI number, if applica	ble)
Septer	mber 13, 1999	5	_perpetual	
(Da	ate of incorporation)		on: Year corp. will cease to exist or	'perpetual")
Septer	mber 22, 1999			77.70 77.70 77.70
		Torida.) (SEE SECTIONS	607.1501, 607.1502 and 817.155, F	.S.) O
1800	Century Park F	East, Suite 900		9 31
<u> </u>	Concury Lark B	ast, saite 900		3 - 2
Los P	Angeles, Califo	ornia 90067		<u> </u>
_		(Current mailing address)		• • • • • • • • • • • • • • • • • • •
To engage	in any lawful act	t or activity for	which corporations may be	e
laws of F	under the laws of	f the State of Del	aware and as permitted un	nder the 📆 🎅
		ized in home state or count	try to be carried out in state of Florid	
Name and st Name:		la registered agent: (P	O. Box or Mail Drop Box NOT	acceptable)
fice Address:	1201 Hays Stree	t, Suite 105		
	Tallahassee		, Florida, 32301	
			(Zip code)	me i gra
Registered	agent's acceptance:		(<u>—</u> P *****)	
_	•			
r application, i	l hereby accept the appoi	intment as registered agen to the proper and complet d agent.	cess for the above stated corporatio at and agree to act in this capacity. e performance of my duties, and I a	I further agree to comi
n tne provisioi obligations of	The a 10 Table 1 Table 1 A	** ** ~		
n the provision obligations of	By: The Prentice	Hall Corporation	System, Inc.	
n the provision obligations of		(Registered agent's sign	ature)	
obligations of	Karen E	(Registered agent's sign E. Wehner, Asst. Vi	ature)	

Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of

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

which it is incorporated.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable) Chairman: See Attached. Address: Vice Chairman: Address: ____ Director: __ Address: ______ B. OFFICERS (Street address only - P.O. Box NOT acceptable) President: See Attached. Vice President: Address: ___ Secretary: ___ Address: _____ NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) Peter L. Dunn, Vice Chairman (Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

KORN/FERRY INTERNATIONAL, INC., a Delaware corporation

Attachment – 2 Pages

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

A. Directors

Chairman:

Richard M. Ferry

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Vice Chair:

Peter L. Dunn

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

James E. Barlett

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Paul Buchanan-Barrow

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Frank V. Cahouet

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Timothy K. Friar

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Sakie Fukushima

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Scott E. Kingdom

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Charles D. Miller

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Manuel A. Papayanopulos

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Windle B. Priem

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Director:

Gerhard Schulmeyer

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

25 PH 3: 25 PH 3: 25

Director:

Michael A. Wellman

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

B. Officers

Chief Executive Officer and President:

Windle B. Priem

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

General Counsel and Corporate Secretary: Peter L. Dunn

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

Chief Financial Officer, Treasurer and Executive Vice President: Elizabeth S.C.S. Murray 1800 Century Park East, Suite 900, Los Angeles, CA 90067

Address:

Executive Vice President - Organizational Development: Gary C. Hourihan

Address:

1800 Century Park East, Suite 900, Los Angeles, CA 90067

State of Delaware Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "KORN/FERRY INTERNATIONAL" 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 TWENTY-SECOND DAY OF

SEPTEMBER, A.D. 1999.

99 OCT 27 PM 3: 25

Edward J. Freel, Secretary of State

AUTHENTICATION:

9984097

DATE:

09-22-99

3064258 8300

991397007