F99000005545

Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Korn/Ferry International, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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- [x] Walk in
- [ ] Pick up time ______
- [x] Certified Copy
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status

need two (2) c/c

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DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
X	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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MC 10/27/99

Examiner's Initials	

CR2E031(1/95)

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. KORN/FERRY INTERNATIONAL, 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.)

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

3. 95-2623879
(FEI number, if applicable)

4. September 13, 1999
(Date of incorporation)

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

6. September 22, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

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7. 1800 Century Park East, Suite 900
Los Angeles, California 90067
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Delaware and as permitted under the laws of Florida.
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

By: The Prentice-Hall Corporation System, Inc.
Karen E. Wehner
(Registered agent's signature)
Karen E. Wehner, 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:

99 OCT 27 PM 3:25

Director:

Address:

Director:

Address:

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

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President: See Attached.

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. Peter L. Dunn

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. 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

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

Executive Vice President – Organizational Development: Gary C. Hourihan
Address: 1800 Century Park East, Suite 900, Los Angeles, CA 90067

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State of Delaware

Office of the Secretary of State

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.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9984097

DATE: 09-22-99