

Document Number Only

F00000002003

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

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*****70.00 *****70.00

Corporation(s) Name

Windham Consulting International, d/b/a

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
00 APR -7 AM 8:47

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above		
<input type="checkbox"/> (XXX) Walk in	<input type="checkbox"/> (XXX) Pick-up	<input type="checkbox"/> () Will Wait

Name Availability: _____
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**Please Return Extra
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To:
Jeffrey Butterfield**

4/7
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Thank You!

00 APR -7 AM 11:15

RECEIVED

4/10/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WINDHAM CONSULTING INTERNATIONAL, INC.
Ref. Number: W00000009367

Walk-in
pick-up
DIVISION OF CORPORATIONS
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APR - 7 AM 8:47

We have received your document for WINDHAM CONSULTING INTERNATIONAL, 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):

Please attach a listing of the NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

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) 487-6914.

ATTN: Buck Kohr
Corporate Specialist

Letter Number: 700A00019226

Please Back Date
THANKS!

RECEIVED
00 APR 10 PM 3:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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.*

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DIVISION OF CORPORATIONS
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1. Windham Consulting 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.)
2. New York 3. 13-3688487
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/26/92 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Authorization
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 55 Fifth Avenue, 14th Floor
New York, NY 10011
(Current mailing address)
8. International Relocation 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 or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324 (Broward Co.)
(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

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

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)

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

SEE ATTACHED

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. Thomas A. Hogan, Secretary
(Typed or printed name and capacity of person signing application)

WINDHAM CONSULTING INTERNATIONAL, INC.

NAME

BUSINESS ADDRESS

DIRECTORS

Richard L. Schlott

477 Martinsville Road, Liberty Corner, NJ 07938

Ronald J. Lyles

477 Martinsville Road, Liberty Corner, NJ 07938

OFFICERS

Chairman & CEO:

Michael S. Schell

55 Fifth Ave., 14th Floor, New York, NY 10011

President:

Eric M. Stern

477 Martinsville Road, Liberty Corner, NJ 07938

Senior Vice President:

Ronald J. Lyles

477 Martinsville Road, Liberty Corner, NJ 07938

Senior Vice President:

Illene Dolins

477 Martinsville Road, Liberty Corner, NJ 07938

Treasurer:

Allan Anderson

477 Martinsville Road, Liberty Corner, NJ 07938

Secretary:

Thomas A. Hogan

477 Martinsville Road, Liberty Corner, NJ 07938

Assistant Vice President:

Michael Keim

4 Walnut Grove Drive, Horsham, PA 19044-0963

00 APR - 7 1998
DIVISION OF CORPORATE AFFAIRS
TREASURY DEPARTMENT
STATE OF NEW JERSEY

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of WINDHAM CONSULTING INTERNATIONAL, INC. was filed on 05/13/1992, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of March
two thousand.*

Special Deputy Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -7 AM 8:47