

FOI000001075

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01 FEB 23 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Russell Reynolds Associates, Inc.

800003758149--4

-02/23/01--01053--022

*****8.75 *****8.75

800003758149--4

-02/23/01--01053--023

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

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Name _____
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W.P. Verifier _____

2/23/01

Order#: 3654951

Ref#: _____

Amount: \$ _____

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2/23

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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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.

1. Russell Reynolds Associates, 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

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

3. 13-2645137

(FEI number, if applicable)

4. 1969

(Date of incorporation)

5. Perpetual

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

6. February 1, 2001

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 200 Park Avenue, 23rd Floor, New York, NY 10166

(Principal office address)

Same as above.

(Current mailing address)

8. Executive Recruiting

(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: CT Corporation System

Office Address: 1200 So. Pine Island Rd.

Plantation

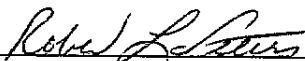
(City)

, 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.



(Registered agent's signature)

Robin LaPeters,

Spec. Asst. Sec.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Hobson Brown, Jr.

Address: Russell Reynolds Associates, 200 Park Ave., 23rd Fl., NY NY 10166

Vice Chairman: John C. Beck

Address: Beck, Mack & Oliver, LLC, 330 Madison Ave., 31st Fl., NY NY 10017

Director: Robert P. Bauman

Address: 6720 Southeast Harbor Circle, Stuart, FL 34996

Director: _____

Address: _____

B. OFFICERS

President: Hobson Brown, Jr.

Address: Russell Reynolds Associates, 200 Park Avenue, 23rd Fl., NY, NY 10166

Vice President: Albert H. Morris

Address: Russell Reynolds Associates, 200 Park Avenue, 23rd Fl., NY, NY 10166

Secretary: Henry de Montebello

Address: Russell Reynolds Associates, 7, place Vendome, 75001 Paris, France

Treasurer: Thomas M. Kendall

Address: Russell Reynolds Associates, 200 Park Avenue, 23rd Fl., NY, NY 10166

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. CHIEF FINANCIAL OFFICER

(Typed or printed name and capacity of person signing application)

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**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of RUSSELL REYNOLDS ASSOCIATES, INC. was filed on 10/03/1969, 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.

The Biennial Statement is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of February
two thousand and one.

Special Deputy Secretary of State

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