

F010000003045

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Guidance Services, 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: 000004339670--4

-06/04/01--01068--017
*****70.00 *****70.00

Sabrina E. Morrissey, Esq.
(Name of Person)

Guidance Corporation
(Firm/Company)

63 Wall St., Suite 1803
(Address)

NY, NY 10005
(City/State and Zip code)

For further information concerning this matter, please call:

Sabrina E. Morrissey at (212) 809-1591 x 13
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Tuesday, May 29, 2001

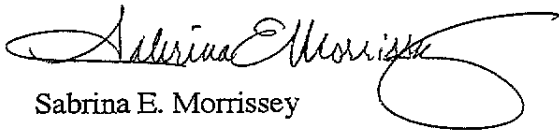
Florida Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the Certificate of Existence of Guidance Services, Inc., transmittal letter, application and check for \$70 for registration to do business in Florida.

Please contact me if you need further information. Thank you.

Yours truly,



Sabrina E. Morrissey
enclosures

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TALLAHASSEE FLORIDA

63 WALL STREET, SUITE 1803
NEW YORK, NEW YORK 10005

TELEPHONE 212.809.1591
FACSIMILE 212.809.6202

E-MAIL INFO@GUIDANCECORP.COM
INTERNET WWW.GUIDANCECORP.COM

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. Guidance Services, 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. 13-3465881
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/13/88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(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. 10150 Highland Manor Drive, Suite 200, Tampa, FL 33610
(Principal office address)

63 Wall St., Suite 1803, NY, NY 10005
(Current mailing address)

8. Staffing - Executive Recruitment
(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: Tyminda Stanley

Office Address: 10150 Highland Manor Drive, Suite 200
Tampa, Florida 33610
(City) (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.

Tyminda Stanley
(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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

A. DIRECTORS

Chairman: Robert M. Gvida
Address: 63 Wall St., Suite 1803
NY, NY 10005

Vice Chairman: Brita V. Edman
Address: 63 Wall St., Suite 1803
NY, NY 10005

Director: Sabrina E. Morrissey
Address: 63 Wall St., Suite 1803
NY, NY 10005

Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Robert M. Gvida
Address: 63 Wall St., Suite 1803
NY, NY 10005

Vice President: Brita V. Edman
Address: 63 Wall St., Suite 1803
NY, NY 10005

Secretary: Brita V. Edman
Address: Same as above

Treasurer: Brita V. Edman
Address: Same as above

Asst. Secretary: Sabrina E. Morrissey, 63 Wall St., Suite 1803, NY, NY 10005

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Sabrina E. Morrissey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sabrina E. Morrissey, Asst. Secretary
(Typed or printed name and capacity of person signing application)

State of New York ss: Department of State

I hereby certify, that the Certificate of Incorporation of GUIDANCE SERVICES, INC. was filed on 05/13/1988, 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 16th day of May
two thousand and one.

Special Deputy Secretary of State

FILED
01 JUN -14 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA