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ACCOUNT NO. : 072100000032

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AUTHORIZATION :

COST LIMIT :

Patricia P. Pinto

FILED
JUL 31 AM 10:52
TREASURY OF STATE
FLORIDA

ORDER DATE : July 26, 2001

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CUSTOMER NO: 5017647

8,243.75

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Elizabeth Creamer, Legal Asst
Bryan Cave LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, MO 63102-2750

FOREIGN FILINGS

NAME: TALX CORPORATION

~~808804509678-3~~

XXXX QUALIFICATION (TYPE: CO)

BK

500004510355-8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

W01-17767



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 1, 2001

SARA LEA
CSC

SUBJECT: TALX CORPORATION
Ref. Number: W01000017767

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01 JUL 31 AM 10:52
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
RESUBMIT
Please give original
submission date as file date.

We have received your document for TALX CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that TALX CORPORATION has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates April 1, 1994, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$8165.00.

If you have any questions concerning the filing of your document, please call (850) 245-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 901A00044485

RESUBMIT
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. TALX Corporation
(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. Missouri 3. 43-0988805
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/6/71 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8/98
(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. 1850 Borman Court, St. Louis, MO 63146
(Principal office address)
1850 Borman Court, St. Louis, MO 63146
(Current mailing address)
Sales and installation of employee self-service software
8. _____
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

Laura R. Dunlap

(Registered agent's signature)

**Laura R. Dunlap
as its agent**

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Vice President - Business Development

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TALX CORPORATION
OFFICERS AND DIRECTORS

Directors

William W. Canfield
1850 Borman Court
St. Louis, MO 63146

Eugene M. Toombs
1850 Borman Court
St. Louis, MO 63146

M. Steve Yoakum
1850 Borman Court
St. Louis, MO 63146

Richard F. Ford
1850 Borman Court
St. Louis, MO 63146

Craig E. LaBarge
1850 Borman Court
St. Louis, MO 63146

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Officers

William W. Canfield, Chairman of the Board, President and CEO
1850 Borman Court
St. Louis, MO 63146

Craig N. Cohen, Vice-President-Application Services and Software, CFO and Secretary
1850 Borman Court
St. Louis, MO 63146

Thomas C. Werner, Assistant Secretary
1850 Borman Court
St. Louis, MO 63146

Michael E. Smith, Vice President-Business Development
1850 Borman Court
St. Louis, MO 63146

L. Keith Graves, Managing Director of Finance and Controller
1850 Borman Court
St. Louis, MO 63146

No. 00148906

STATE OF MISSOURI



Matt Blunt
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

TALX CORPORATION

was incorporated under the laws of this State on the 6th day of JULY, 1971, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 26th day of JULY, 2001.

Matt Blunt
Secretary of State

