



THE UNITED STATES
CORPORATION
COMPANY

E010000006529

ACCOUNT NO. : 072100000032

REFERENCE : 499563 4813885

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : December 20, 2001

ORDER TIME : 10:12 AM

ORDER NO. : 499563-010

CUSTOMER NO: 4813885

CUSTOMER: Ken Wagner, Legal Asst
Tannenbaum Helpern Syracuse &
900 Third Avenue
13th Floor
New York, NY 10022-4775

FOREIGN FILINGS

500004737495--9

NAME: HIRECOUNSEL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Sara Lee* -- EXT# 1114

EXAMINER: _____

01 DEC 24 AM 11:40

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DIVISION OF CORPORATIONS
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W12/24

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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 TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. HIRECounsel, 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. 13-3732841
(FEI number, if applicable)
4. SEPTEMBER 22, 1993
(Date of incorporation)
5. PERPETUAL
(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. 575 MADISON AVENUE, NEW YORK, NY 10022
(Principal office address)
575 MADISON AVENUE, NEW YORK, NY 10022
(Current mailing address)
8. STAFFING 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: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS STREET
TALLAHASSEE, Florida 32301
(City) (Zip code)

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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)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: LYNN MESTEL

Address: 575 MADISON AVENUE
NEW YORK, NY 10022

Director: _____

Address: _____

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B. OFFICERS

President: LYNN MESTEL

Address: 575 MADISON AVENUE
NEW YORK, NY 10022

Vice President: WILLA GHITELMAN

Address: 575 MADISON AVENUE
NEW YORK, NY 10022

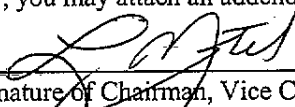
Secretary: LYNN MESTEL
575 MADISON AVENUE, NEW YORK, NY 10022

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. LYNN MESTEL, PRESIDENT
(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 HIRECOUNSEL, INC. was filed on 09/22/1993, under the name of HIRE COUNSEL, INC., 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.

A Certificate of Amendment HIRE COUNSEL, INC., changing its name to HIRECOUNSEL, INC., was filed 06/01/1999.



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

Special Deputy Secretary of State

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