

02000001042

ACCOUNT NO. : 072100000032
REFERENCE : 403486 7194431
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 70.00

ORDER DATE : February 18, 2002

ORDER TIME : 11:23 AM

ORDER NO. : 403486-010

CUSTOMER NO: 7194431

CUSTOMER: Mr. Richard Ives
Cross Country, Inc.
Suite 200
6551 Park Of Commerce Blvd, Nw
Boca Raton, FL 33487

FOREIGN FILINGS

400005024204--5

NAME: TVCM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER

02 FEB 27 PM 12:13

RECEIVED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 27 PM 1:21
W2/27

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TVCM, 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:

(Name of Person)

Corporation Service Company
(Firm/Company)

1201 Hays Street
(Address)

Tallahassee, Florida 32301
(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

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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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|---|--|---|---|

**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. TVCM, 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. Delaware 3. 65-0969472
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 23, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2002
(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. 40 Eastern Avenue, Malden, MA 02148
(Principal office address)
- SAME
(Current mailing address)
8. Temporary staffing
(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.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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: _____

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

13. Richard Ives
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Ives, Asst. Sec.
(Typed or printed name and capacity of person signing application)

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**TVCM, INC.
DIRECTORS AND OFFICERS
FEIN: 04-3266682**

OFFICERS

**Edward Spadoni
President**

**TVCM, Inc.
40 Eastern Avenue
Malden, MA 02148-9104**

**43 Fieldbrook Drive
Norwood, MA 02062**

**Rosellen Sullivan
Vice President
011-42-0944**

**TVCM, Inc.
40 Eastern Avenue
Malden, MA 02148-9104**

**550 Washington Street
Apt. 114
Braintree, MA 02184**

**Lori Livers
Vice President
182-52-6463**

**Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022-4299**

**40 West 77th Street
Apt. 10C
New York, NY 10024**

**Daniel Lewis
Treasurer
545-92-8202**

**Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200**

**1108 S.E. 14th Avenue
Deerfield Beach, FL 33431**

**Stephen W. Rubin, Esq.
Secretary
101-40-8335**

**Proskauer, Rose, LLP
1585 Broadway
New York, NY 10036**

**44 Lockwood Road
Scarsdale, NY 10583**

**Richard Ives
Assistant Secretary
579-50-7698**

**Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487**

**3507 Oaks Way
Apt. 803
Pompano Beach, FL 33069**

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DIRECTORS

Lori Livers
Director
182-52-6463

Charterhouse Group International
535 Madison Avenue
New York, NY 10022-4299

40 West 77th Street
Apt. 10C
New York, NY 10024

Taylor Cole
Director
226-31-0729

Charterhouse Group International
535 Madison Avenue
New York, NY 10022-4299

41 River Terrace
Apt. PHB2
New York, NY 10282

Alan Fitzpatrick
Director

Morgan Stanley Dean Witter
1221 Avenue of the Americas
New York, NY 10020

75 West End
Apt. P23G
New York, NY 10023

Vickie Anenberg
Director
291-66-0362

Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

7801 Upper Ridge Drive
Parkland, FL 33067

6/14/01

Delaware

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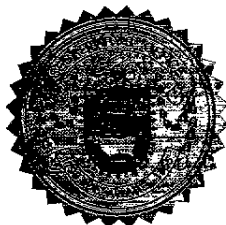
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TVCN, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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DIVISION OF CORPORATIONS
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2492305 8300

020126697

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1632515

DATE: 02-26-02