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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR -5 AM 11:17

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CT CORPORATION

March 5, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5760303 WO
Customer Reference 1: Administrative Services I
Customer Reference 2: Closing

Dear Secretary of State, Florida:

Please file the attached:

ADMINISTRATIVE SERVICES HOLDING CORP. (DE)
Qualification
Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Katrina Forsman
Fulfillment Specialist
Katrina_Forsman@cch-lis.com

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

**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. ADMINISTRATIVE SERVICES HOLDING CORP.

(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. 16-1653894
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 02/12/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual
(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. 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486
(Principal office address)

same
(Current mailing address)

8. Third party administration for corporate benefit plans
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System
By: Barbara A Burke **BARBARA A. BURKE**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**LIST OF OFFICERS & DIRECTORS OF
ADMINISTRATIVE SERVICES HOLDING CORP.
(a Delaware corporation)**

February 27, 2003

The named individuals listed below are elected or appointed officers of the Company, and each holds the office of the Company set forth opposite their name, and each has held such office since February 27, 2003, unless otherwise indicated. The business address for the following officers and directors is 5200 Town Center Circle, Suite 470, Boca Raton, FL 33486:

DIRECTOR & VP	Rodger R. Krouse
DIRECTOR & VP	Marc J. Leder
Vice President	M. Steven Liff
Vice President	Kevin J. Calhoun
Vice President	David L. Kreilein
Vice President	Clarence E. Terry
Vice President and Assistant Secretary	C. Deryl Couch
Vice President	Jason Neimark
Vice President	David J. Pleban
Vice President	Lynn Skillen
Vice President	Benjamin Emmons

The business address for the following officers is 445 Park Avenue, 10th Floor, New York, NY 10022:

Vice President	Michael Kalb
Vice President	Ralph Lynch
Vice President	Erik Swimmer

The business address for the following officers and directors is 3501 Frontage Road, Tampa, FL 33607:

CEO, President & Secretary	Jeffrey Bak
EVP & Treasurer	Arthur T. Schultz
VP & Asst. Secretary	Steven V. Hulslander
CFO & Asst. Secretary	Gregory C. Fisher

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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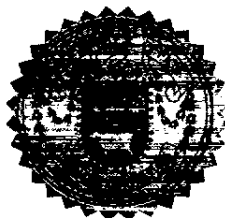
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADMINISTRATIVE SERVICES HOLDING CORP." 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 THIRD DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3624688 8300

AUTHENTICATION: 2283900

030137706

DATE: 03-03-03