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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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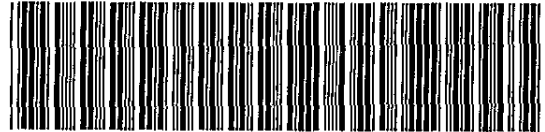
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 MAR 28 PM 1:29
TALLAHASSEE, FLORIDA
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STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

CT CORPORATION

March 28, 2003

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

FILED
03 MAR 28 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5798512 SO
Customer Reference 1: n/a
Customer Reference 2: n/a

Dear Secretary of State, Florida:

Please file the attached:

Executive Sounding Board Associates Inc. (PA)
Qualification
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. Executive Sounding Board Associates, 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. Pennsylvania 3. 23-2240476
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/13/1982 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. 1500 John F. Kennedy Blvd., Suite 1730, Philadelphia, PA 19102
(Principal office address)

same
(Current mailing address)

Consulting and financial services

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: 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: Ann J. Williams ANN J. WILLIAMS
(Registered agent's signature) Assistant Vice President

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: Martin I. Katz
Address: 1500 JFK Blvd, Suite 1730
Philadelphia, Pa 19102

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Martin I. Katz

Address: 1500 John F. Kennedy Blvd., Suite 1730
Philadelphia, PA 19102

Vice President: _____

Address: _____

Secretary: Jeanette Der Hagopian

Address: 1500 John F. Kennedy Blvd., Suite 1730 Philadelphia, PA 19102

Treasurer: Robert Katz

Address: 1500 John F. Kennedy Blvd., Suite 1730 Philadelphia, PA 19102

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

13. Jeanette Der Hagopian, Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeanette Der Hagopian, Secretary
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MARCH 03, 2003

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

EXECUTIVE SOUNDING BOARD ASSOCIATES INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

B. J. Rana

ACTING _____
Secretary of the Commonwealth

DBOY