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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

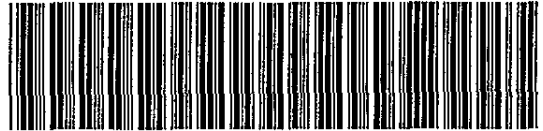
(Business Entity Name)

(Document Number)

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03 MAY -8 AM 11:31
SECRETARY OF STATE

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Professional Consulting Network, 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:

Robert B. Torbensen
(Name of Person)
Professional Consulting Network, Inc.
(Firm/Company)
595 Market St., Ste. 850
(Address)
San Francisco, CA 94105
(City/State and Zip code)

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DIVISION OF CORPORATIONS

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For further information concerning this matter, please call:

Robert B. Torbensen at (415) 820-6341
(Name of Person) (Area Code & Daytime Telephone Number)

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:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$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. Professional Consulting Network, 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 (State or country under the law of which it is incorporated) 3. 52-2165869 (FEI number, if applicable)

4. 4-27-1999 (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. 595 Market St., Ste. 850. San Francisco, CA 94105 (Principal office address)

595 Market St., Ste. 850. San Francisco, CA 94105 (Current mailing address)

8. For profit, Information Technology staffing firm. (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: Business Filings Incorporated Office Address: 1000 West Avenue, Suite 1114 Miami Beach, Florida 33139 (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.

[Signature] Mark Schiff AVP Business Filings Incorporated (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

CEO
Chairman: Peter Jozwik
Address: 595 Market St., Ste. 850
San Francisco, CA 94105

Secretary
Vice Chairman: Brooks Hoehn
Address: 595 Market St., Ste. 850
San Francisco, CA 94105

Partner
Director: Heinz Bartesch
Address: 595 Market St., Ste. 850
San Francisco, CA 94105

Partner
Director: Greg Krueger
Address: 380 Interlocken Crescent, Ste. 760
Broomfield, CO 80021

B. OFFICERS

CEO
President: Peter Jozwik
Address: 595 Market St., Ste. 850
San Francisco, CA 94105

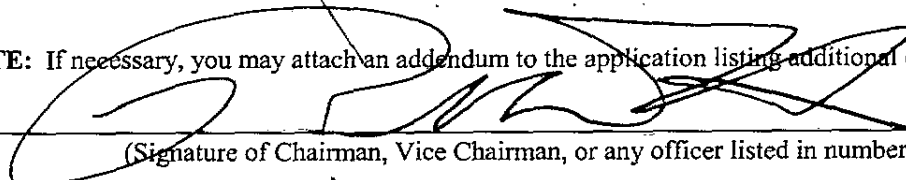
Partner
Vice-President: Heinz Bartesch
Address: 595 Market St., Ste. 850
San Francisco, CA 94105

Secretary: Brooks Hoehn
Address: 595 Market St., Ste. 850. San Francisco, CA 94105

Partner
Treasurer: Greg Krueger
Address: 380 Interlocken Crescent, Ste. 760 Broomfield, CO 80021

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MILWAUKEE, WISCONSIN

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. Brooks Hoehn SECRETARY
(Typed or printed name and capacity of person signing application)

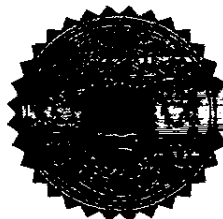
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONAL CONSULTING NETWORK, 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 SECOND DAY OF MAY, A.D. 2003.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2396579

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DATE: 05 02 03