

06 MAR -1 PM 1:40

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(((H06000055342 3)))

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

PEOPLE.COM CONSULTANTS, INC.

Certificate of Status	0
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Electronic Filing Menu

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Help

H06000055342 3

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. People.Cent Consultants, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. California

(State or country under the law of which it is incorporated)

3. 77-0418165

(FEI number, if applicable)

4. 12/28/1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 4/01/2003

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 622 Third Ave., 38th Floor, New York, NY 10017

(Principal office address)

622 Third Ave., 38th Floor, New York, NY 10017

(Current mailing address)

8. To provide employment consulting 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 NOT acceptable)

Name: Corporation Service Company

(Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Cynthia L. Harris

(Registered agent's signature)

Cynthia L. Harris
as its agent

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:

H06000055342 3

H06000055342 3
DIVISION
06 MAR -1 PM 1:40

A. DIRECTORS

Chairman: Please See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas Moran

Address: 622 Third Avenue, 38th Floor, NY, NY 10017

Director: _____

Address: _____

B. OFFICERS

President: Thomas Moran

Address: 622 Third Avenue, 38th Floor, NY, NY 10017

Vice President: _____

Address: _____

Secretary: Latham Williams

Address: 622 Third Avenue, 38th Floor, NY, NY 10017

Treasurer: Elaine Kloss

Address: 622 Third Avenue, 38th Floor, NY, NY 10017

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

13. Robert Buocarelli
(Signature of Director or Officer listed in number 12 of the application)

14. Robert Buocarelli Assistant Secretary
(Typed or printed name and capacity of person signing application)

H06000055342 3

People.Com Consultants, Inc.

DIRECTOR and OFFICERS

DIRECTOR

DIRECTOR	ADDRESS
Thomas Moran	622 Third Avenue, 38 th Floor, NY, NY 10017

OFFICERS

OFFICE	NAME	ADDRESS
President	Thomas Moran	622 Third Avenue, 38 th Floor, NY, NY 10017
Secretary	Latham Williams	622 Third Avenue, 38 th Floor, NY, NY 10017
Assistant Secretary	Robert Buccarelli	622 Third Avenue, 38 th Floor, NY, NY 10017
Treasurer	Elaine Kloss	622 Third Avenue, 38 th Floor, NY, NY 10017
Assistant Treasurer	Mark O'Loughlin	622 Third Avenue, 38 th Floor, NY, NY 10017
Assistant Treasurer	Ralph O'Hara	622 Third Avenue, 38 th Floor, NY, NY 10017
Assistant Treasurer	Margaretta Noonan	622 Third Avenue, 38 th Floor, NY, NY 10017
Assistant Treasurer	Brendan Flood	622 Third Avenue, 38 th Floor, NY, NY 10017

State of California
Secretary of State

06 MAR - 1 PM 1:40
DIVISION
SECRETARY OF STATE
OFFICE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the 28TH day of DECEMBER, 1995, PEOPLE.COM CONSULTANTS, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
February 27, 2006.



BRUCE McPHERSON
Secretary of State