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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FOREIGN PROFIT/NONPROFIT CORPORATION**The Management Compensation Group/Southeast Incorporated**

Certificate of Status	0
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**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. The Management Compensation Group/Southeast Incorporated

(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. Georgia

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

3. 30-0106494

(FEI number, if applicable)

4. 07/12/2002

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. c/o Balser Co., 3445 Peachtree Road, NE, Suite 200, Atlanta, GA 30326

(Principal office address)

c/o NFP, 340 Madison Ave. 19th FL, New York, NY 10173

(Current mailing address)

8. A licensed insurance agency

(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: **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: 

(Registered agent's signature)

Sohan R. Dindyal
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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Miriam Katz

(Signature of Director or Officer listed in number 12 of the application)

14. Miriam Katz, Asst. Secretary

(Typed or printed name and capacity of person signing application)

Management Structure	
Entity Name	The Management Compensation Group/Southeast Incorporated
Exported On	6/23/2008 7:48:52 AM CST

Name	Title	Title Role
Baiser, Laura G.	Director	Director
Folan, William J.	Director	Director
Russell, Oscar C.	Director	Director
Zuccaro, Robert S.	Director	Director
Baiser, Laura G.	Senior Vice President	Officer
Cahillane, Christopher J.	Vice President	Officer
Davis, Kent A.	Vice President	Officer
Felts, Kenneth L.	Chief Administrative Officer	Officer
Felts, Kenneth L.	Chief Financial Officer	Officer
Felts, Kenneth L.	Secretary	Officer
Felts, Kenneth L.	Senior Vice President	Officer
Folan, William J.	Executive Vice President	Officer
Hill, Fred	Executive Vice President	Officer
Hinkson, Malika S.	Vice President	Officer
Katz, Miriam I.	Assistant Secretary	Officer
Kroell, Edward H.	Vice President and Director	Officer
Lieser, Lori M.	Vice President	Officer
Martin, Eric R.	Chief Technology Officer	Officer
Martin, Eric R.	Senior Vice President	Officer
McPherson, Peggy C.	Controller	Officer
Russell, Oscar C.	President and Chief Executive Officer	Officer
Shadomy, Barbara L.	Senior Vice President	Officer
Wohmeier, Richard H.	Executive Vice President	Officer

Mailing Address for all Directors and Officers:
c/o NFP 340 Madison Avenue, 19th Floor, New York, NY 10173

FILED
08 JUN 23 11:10:57
SECURITY INFORMATION
FEDERAL BUREAU OF INVESTIGATION

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

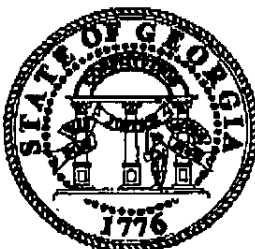
THE MANAGEMENT COMPENSATION GROUP/SOUTHEAST INCORPORATED

Domestic Profit Corporation

was formed or was authorized to transact business on 07/12/2002 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 21st day of May, 2008

Karen C Handel
Secretary of State