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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

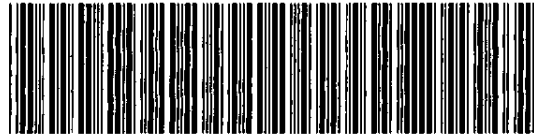
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2010 FEB 11 P 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 12 2010
D. A. WHITE

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2010 FEB 11 P 4:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: KNIGHTSBRIDGE HUMAN CAPITAL MANAGEMENT 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," or "Certificate of Good Standing" 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:

DOUG MUIR

Name of Person

KNIGHTSBRIDGE HUMAN CAPITAL MANAGEMENT INC.

Firm/Company

710 DORVAL DRIVE, SUITE 108

Address

OAKVILLE, ONTARIO CANADA L6K 3V7

City/State and Zip code

dmuir@knightsbridge.ca

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DOUG MUIR

Name of Person

at (905) 338 7679 ext. 237

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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 Cop
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

10 FEB 11 AM 10:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 28, 2010

DOUG MUIR
KNIGHTSBRIDGE HUMAN CAPITAL MANAGEMENT I
710 DORVAL DRIVE, STE 108, OAKVILLE,
ONTARIO CANADA L6K 3V7, XX

SUBJECT: KINGHTSBRIDGE HUMAN CAPITAL MANAGEMENT INC.
Ref. Number: W10000004463

We have received your document for KINGHTSBRIDGE HUMAN CAPITAL MANAGEMENT INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$800.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

Letter Number: 010A00002323

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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

200 FEB 11 P 4:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. KNIGHTSBRIDGE HUMAN CAPITAL MANAGEMENT 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. CANADA

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

3. _____

(FEI number, if applicable)

4. June 21, 2001

(Date of incorporation)

5. PERPETUAL

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

6. July 01, 2008

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

7. 710 DORVAL DRIVE, SUITE 108, OAKVILLE, ONTARIO L6K 3V7 CANADA

(Principal office address)

Same as above.

(Current mailing address)

8. Provider of integrated human capital solutions (management support 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: CT 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.



(Registered agent's signature)

Kristine Heiberger
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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Courtney Pratt

Address: 710 Dorval Drive, Suite 108, Oakville, Ontario, Canada L6K 3V7

Vice Chairman: See attached schedule for full listing of Directors.

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David R. Shaw

Address: 2 Bloor Street East, 30th Floor Toronto, Ontario, Canada M4W 1A8

Vice President: See attached schedule for full listing of officers

Address: _____

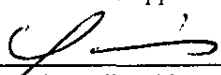
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. VICTORIA DAVIES, CEO
(Typed or printed name and capacity of person signing application)

Knightsbridge Human Capital Management Inc.

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Corporate Officers:

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TALLAHASSEE, FLORIDA

Name	Title	Address
David R. Shaw	Chief Executive Officer	2 Bloor Street East, 31st Floor Toronto, Ontario M4W 1A8 Canada
Victoria Davies	Chief Financial Officer	710 Dorval Drive, Suite 108 Oakville, Ontario L6K 3V7 Canada
Ralph Shedletsky,	Chief Operating Officer	2 Bloor Street East, 31st Floor Toronto, Ontario M4W 1A8 Canada

Board of Directors:

Name	Position held	Address
Courtney Pratt	Chairman	710 Dorval Drive, Suite 108 Oakville, Ontario L6K 3V7 Canada
David R. Shaw	Director	2 Bloor Street East, 31st Floor Toronto, Ontario M4W 1A8 Canada
Guy J. Burry	Non-executive Director	8 Price Street, 4th floor Toronto, Ontario M4W 1Z4 Canada
Suzie Mummé	Non-executive Director	Ashton Manor, Lower Ashton Exeter, Devon EX6 7QW United Kingdom
Dr. Steven C. Small	Non-executive Director	1235 Bay Street, Suite 200 Toronto, Ontario M5R 3K4 Canada
Wayne Squibb	Non-executive Director	77 Bloor Street West, Suite 2000 Toronto, Ontario M5S 1M2
Gregory C. Wilkins	Non-executive Director	161 Bay Street, Suite 3700 Toronto, Ontario M5J 2E1

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Industry Canada

Industrie Canada

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TALLAHASSEE, FLORIDA

CERTIFICATE OF EXISTENCE
s. 263.1(c)

CERTIFICAT D'EXISTENCE
s. 263.1(c)

Knightsbridge Human Capital Management Inc./

Knightsbridge Gestion du Capital Humain Inc.

448235-2

Name of corporation-Dénomination sociale

Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation named above was in existence under the *Canada Business Corporations Act* and has not been discontinued and has not been dissolved under that Act between 2008-07-01 and 2009-06-30.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée existait en vertu de la *Loi canadienne sur les sociétés par actions*, et n'a pas changé de régime et qu'elle n'a pas été dissoute en vertu de cette Loi entre le 2008-07-01 et le 2009-06-30.

Aïssa Aomari
Deputy Director - Directeur adjoint

December 8, 2009 / le 8 décembre 2009

Issuance date - Date d'émission



Industry Canada

Industrie Canada

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2010 FEB 11 P 0:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF COMPLIANCE
s. 263.1 (1)(a)(b)

CERTIFICAT DE CONFORMITE
art. 263.1 (1)(a)(b)

Knightsbridge Human Capital Management Inc./

Knightsbridge Gestion du Capital Humain Inc.

448235-2

Name of corporation-Dénomination sociale

Corporation number-Numéro de la société

I HEREBY CERTIFY that the corporation named above is incorporated or continued under the *Canada Business Corporations Act*, is not discontinued and has not been dissolved under that Act.

JE CERTIFIE, par les présentes, que la société ci-dessus mentionnée est constituée ou prorogée en vertu de la *Loi canadienne sur les sociétés par actions*, qu'elle n'a pas changé de régime et qu'elle n'a pas été dissoute en vertu de cette Loi.

This corporation has sent to the Director the required Annual Returns and has paid all fees required under the Act.

Cette société a remis au directeur les rapports annuels prescrits et acquitté les droits requis par la Loi.

Aïssa Aomari
Deputy Director - Directeur adjoint

December 8, 2009 / le 8 décembre 2009

Issuance date - Date d'émission