

F95000001276
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

RECEIVED
03-20-85 10:00 AM
*****20.00 *****20.00

SUBJECT: TCG/TELEMARKETING GROUP, 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:

Walter J. Panfil

(Name of Person)

TCG/Telemarketing Group, Inc.

(Firm/Company)

8895 N. Military Trail, Bldg E Suite 106

(Address)

Palm Beach Gardens, Florida 33410

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Walter J. Panfil

(Name of Person)

at (407) 775 - 7785

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

5/17/85 11:17 AM 9:27

mtm



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

March 3, 1995

WALTER J. PANFIL
TCG/TELEMARKETING GROUP, INC.
8895 N. MILITARY TRAIL, BLDG. E, STE. 10
PALM BEACH GARDENS, FL 33410

SUBJECT: TCG/TELEMARKETING GROUP, INC.
Ref. Number: W95000004750

We have received your document for TCG/TELEMARKETING GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1400.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 195A00009579

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. TCG/Telemarketing Group, 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. Ohio 3. 31-1387738
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 17, 1993 5. "Perpetual"
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November, 1993
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 8895 N. Military Trail, Bld. E Suite 106
Palm Beach Gardens, Florida 33410
(Current mailing address)

8. "Out source" Telephone Sales for Telephone Companies
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Walter J. Panfil
8895 N. Military Trail
Office Address: Bld. E, Suite 106
Palm Beach Gardens, Florida, 33410
(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)

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. Location and addresses of officers and/or directors

A. DIRECTORS

Chairman: Norman L. Orlowski
245
Address: 147 West Elmwood Dr. Suite 200
Centerville, Ohio 45459

Vice Chairman: _____
Address: _____

Director: Walter J. Panfil
Address: 8895 N. Military Trail, Bld E Suite 106

Director: John Berthy
245
Address: 147 West Elmwood Dr. Suite 200
Centerville, Ohio 45459

B. OFFICERS

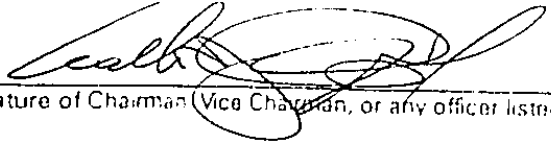
President: Norm L. Orlowski
245
Address: 147 West Elmwood Dr. Suite 200
Centerville, Ohio 45459

Vice President: Walter J. Panfil
Address: 8895 N. Military Trail, Bldg E Suite 106
Palm Beach Gardens, Florida 33410

Secretary: Walter J. Panfil
Address: 8895 N. Military Trail, Bld E Suite 106
Palm Beach Gardens, Florida 33410

Treasurer: Norman L. Orlowski
245
Address: 147 West Elmwood Dr. Suite 200
Centerville, Ohio 45459

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. Walter J. Panfil
(Typed or printed name and capacity of person signing application)

SEP 17 1962

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE. }

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show TCG/TELEMARKETING GROUP, INC., an Ohio corporation, charter No. 853945, having its principal location in Centerville, County of Montgomery, was incorporated on September 17th, 1993 and is currently in GOOD STANDING upon the records of this office.

55 FEB 17 AM 9:28



WITNESS my hand and official
seal at Columbus, Ohio this
22nd day of February, A.D. 1995

Bob Taft

Bob Taft
Secretary of State

F95000001276

ConSELLtant Group Corporation
2 Prestige Place Suite 340
Dayton, Ohio 45342
(513) 439-1339

FAX

April 23, 1996

To: Ms. Thelma Lewis
Fax: 904/487-6013

From: Richard J. Berthy
Vice President Operations & CFO
Corporate Secretary

Page 1 of 1

Re: Pursuant to our discussion today about TCG/Telemarketing Group, Inc.
1996 Corporate Annual Report

Ms. Lewis:

Kindly be advised that our address in Ohio has been changed to:

ConSELLtant Group Corporation
f/k/a TCG/Telemarketing Group, Inc
2 Prestige Place Suite 340
Dayton, Ohio 45342

Many thanks for your assistance.

Sincerely,

Richard J. Berthy
Richard J. Berthy

RECEIVED

96 APR 23 AM 4:10

DIVISION OF CORPORATIONS

Change of address



Adding Value to Yellow Pages

F95 00000 12 76

April 11, 1996

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
56 MAY -7 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
000000000000000000000000
-04/16/96-00103-0003
*****35.00*****35.00

To Whom It May Concern:

The enclosed check #4183 in the amount of \$35 represents the filing fee for new articles of amendment. Our company name was changed from TCG Telemarketing to ConSELLtant Group Corporation.

Should you require any additional information, please feel free to contact me.

Sincerely,

Richard J. Berthy
Richard J. Berthy
Vice President and CFO

Encl

Δ
2 Prestige Place
Suite 340
Dayton, OH 45342
(513) 439-1339
Fax (513) 439-9302

Δ
8895 North Military Trail
Suite 302
Building B
Palm Beach Gardens, FL 33410
(407) 775-7785
Fax (407) 775-7819

Mr. Berthy GAVE
AUTHORIZATION BY PHONE TO
DIRECT DATE #4
DATE *5-21-96*
P.O.C. *CPG*

1-800-291-5215
NC to 96-8375
4/18
CPG

FILED
56 MAY -7 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1996

CGC
2 PRESTIGE PLACE
SUITE 340
DAYTON, OH 45342

SUBJECT: TCG/TELEMARKETING GROUP, INC.
Ref. Number: F95000001276

We have received your document for TCG/TELEMARKETING GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 496A00018188

RECEIVED
96 MAY -7 AM 9:29
DIVISION OF CORPORATIONS

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. TCG/TELEMARKETING GROUP INC.
Name of corporation as it appears on the records of the Department of State.
2. OHIO
Incorporated under laws of
3. NOVEMBER 1994
Date authorized to do business in Florida

FILED
36 MAY -7 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/9/95
5. CONSELLTANT GROUP CORPORATION
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Richard J. Berthy
Signature
RICHARD J. BERTHY
Typed or printed name

APRIL 30, 1996
Date
VICE PRESIDENT OPERATIONS & CFO
Title

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and miscellaneous filings: that said records show a certificate of AMENDMENT to the Articles of Incorporation of TCG/TELEMARKETING GROUP, INC., an Ohio Corporation, Charter No. 853945, changing its title to: CONSELLTANT GROUP CORPORATION, Charter No. 853945 was filed on June 9, 1995 recorded on the Records of Incorporation; said corporation CONSELLTANT GROUP CORPORATION, an Ohio Corporation, Charter No. 853945, principal location in Centerville, County of Montgomery, incorporated on September 17, 1993, is currently in GOOD STANDING upon the records of this office.



WITNESS my hand and official
seal at Columbus, Ohio this
29th day of April, A.D., 1996

Bob Taft

Bob Taft
Secretary of State