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REFERENCE # 026821 1P16/2000

PHOTOGRAPHIC PAPER - P24 + P24

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RECEIVED DDCRL • March 11, 1996

#### REFERENCES

ORDER TIME: 11:16 AM

ORDER NO. - 026P23

CUSTOMER NO: 1216350

CUSTOMER: Mr. Robert C. Herman  
Mr. Robert C. Herman  
P.O. Box 32338

Charleston, SC 29417-2338

FOREIGN FILM

**NAME:** **EMPLOYEE RESOURCE MANAGEMENT,  
INC.**

**XXXX QUALIFICATION (TYPE & CO)**

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carine L. Dimap

SECRETARY OF STATE  
DIVISION OF COMMISSIONS

## APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1803, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. EMPLOYEE RESOURCE MANAGEMENT, 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. SOUTH CAROLINA 3. 52-0974255  
(State or county under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 2, 1991 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MARCH 1991 7. SEARCHED  
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.108, F.S.)

7. P.O. BOX 32330, CHARLESTON, SC 29417-2330 8. SEARCHED  
(Current mailing address)

8. PROFESSIONAL EMPLOYER ORGANIZATION 9. SEARCHED  
(Purposes 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: CORPORATION SERVICE COMPANY

Office Address: 1201 RAYS STREET

TALLAHASSEE, 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.

By: Leslie H. Mulligan  
(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 addresses of officers and/or directors:**

**A. DIRECTORS**

**Chairman:**

**Address:**

**Vice Chairman:**

**Address:**

**Director:**

**Address:**

**Director:**

**Address:**

**B. OFFICERS**

**President:** ROBERT L. BERMAN

**Address:** 14 REBELLION ROAD

CHARLESTON, SC 29407

**Vice President:** WILLIAM L. KING, III

**Address:** 217 WILLIAMS STREET EXTENSION

MT. PLEASANT, SC 29464

**Secretary:** KELLI C. YOUNTZ

**Address:** 101-C SHAGBARK TRAIL

N. CHARLESTON, SC 29416

**Treasurer:** ROBERT T. RAND

**Address:** 833 W. RELYEA AVENUE

CHARLESTON, SC 29412

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

 Robert L. Berman Pres/CEO

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

**14. ROBERT L. BERMAN, PRESIDENT**

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

SEARCHED  
INDEXED  
SERIALIZED  
FILED  
JUN 11 1987  
SHERIFF'S OFFICE  
CHARLES H. JACKSON, JR.  
PRES.

# The State of South Carolina



*Office of Secretary of State Jim Miles*

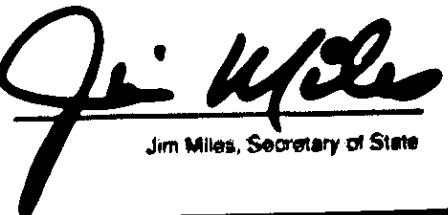
## Certificate of Existence

SECRETARY OF STATE  
RECEIVED  
APRIL 14 PM 2:27  
1996  
CORPORATIONS  
FILED

I, Jim Miles, Secretary of State of South Carolina hereby certify that:

**EMPLOYEE RESOURCE MANAGEMENT, INC.,**  
a corporation duly organized under the laws of the State of South Carolina on  
**April 2nd, 1993**, and having a perpetual duration unless otherwise indicated  
below, has as of the date hereof filed all reports due this office, paid all fees, taxes  
and penalties owed to the Secretary of State, that the Secretary of State has not  
mailed notice to the Corporation that it is subject to being dissolved by administrative  
action pursuant to Section 33-14-210 of the South Carolina Code, and that the  
corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of  
the State at Columbia this 12th day of  
March, 1996.



A handwritten signature of Jim Miles, followed by a horizontal line and the printed title "Jim Miles, Secretary of State".

This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual report with the Tax Commission. It is important to know whether the Corporation has paid all taxes due to the State of South Carolina and has filed the annual report; a certificate of compliance must be obtained from the Tax Commission.