

Document Number Only

F960000019 35

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

400001786014

-04/18/96--01082--028

*****70.00 *****70.00

Walton Wyatt & Company, Inc.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of R
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
☒ Pick Up
- 9/14/96
96 APR 18 11:49
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DIVISION OF CORPORATIONS

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4/18/96

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CR2E031 (1-89)

R96-592
James S. Minors
(Asst. Sec.)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Watson Wyatt & Company, 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. Delaware

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

3. 52-1966247

(FEI number, if applicable)

4. February 23, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 601 13th Street, Suite 900 NW

Washington, DC 20005-3808

(Current mailing address)

8. To engage in any and all lawful business in which corporations may engage in the
state, province or country under whose law the foreign corporation is incorporated.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

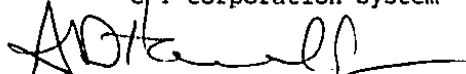
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 office and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

AD Hamilton, Spec. Asst. Secy.

(Type Name and Title of Officer)

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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: A.W. Smith, Jr.

Address: 601 13th Street, Suite 900, NW
Washington, DC 20005-3808

Vice Chairman: _____

Address: _____

Director: Walter W. Bardenwerper

Address: same as above

Director: Paul R. Daoust

Address: same as above

B. OFFICERS

President: see attached list of officers

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

14. Walter W. Bardenwerper, Secretary _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Watson Wyatt & Company**

1. Walter W. Bardenwerper, VP & Secretary
601 13th Street, Suite 900, NW
Washington, DC 20005-3808
2. Paul R. Daoust, Executive VP & COO
601 13th Street, Suite 900, NW
Washington, DC 20005-3808
3. A.W. Smith, Jr., President & CEO
601 13th Street, Suite 900, NW
Washington, DC 20005-3808
4. Cynthia W. Boyle, Asst. Secretary
601 13th Street, Suite 900, NW
Washington, DC 20005-3808
5. James S. Minogue, Asst. Secretary
601 13th Street, Suite 900, NW
Washington, DC 20005-3808
6. Eric Schweizer, Treasurer
601 13th Street, Suite 900, NW
Washington, DC 20005-3808

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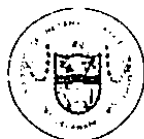
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WATSON WYATT & COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2586116 8300

960091900

AUTHENTICATION:

DATE:

7888308

03-29-96

Document Number Only

F96000001935

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400001886274
-07/08/96--01049--014
*****35.00 *****35.00

Watson Wyatt + Company

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TALLAHASSEE FLORIDA

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

7/08/96

7/8

Jon
Withdrawal

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DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

WATSON WYATT & COMPANY

(Name of Corporation)

DELAWARE

(Incorporated Under Laws Of)

96 JUL -8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

WATSON WYATT & COMPANY, GENERAL COUNSEL'S OFFICE, 601 13TH STREET, SUITE 900, NW

(Mailing Address)

WASHINGTON, DC 0005-3808

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

June 27, 1996
Date

WALTER W. BARDENWERPER

Typed or printed name

VICE PRESIDENT

Title