

F96000003916

1201 HAYS STREET  
MIAMI, FL 33131  
904-222-0001  
904-222-0003 FAX

0086

**CSC networks**

PREMIER FULL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 039607 154377A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizzuto*

ORDER DATE : August 1, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 039607

CUSTOMER NO: 154377A

400001910414

CUSTOMER: Ms. Maria Lamas  
Eckerd Seamans  
701 Brickell Avenue  
Suite 1850  
Miami, FL 33131

FOREIGN FILINGS

NAME: D.S. WOLF ASSOCIATES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -1 AM 11:58

*WL*  
*8/1/96*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
X        PLAIN STAMPED COPY  
X        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

RECORDED  
96 AUG -1 AM 10:57  
DIVISION OF CORPORATIONS

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: D.S. Wolf Associates, 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:

Susan Stack

(Name of Person)

D.S. Wolf Associates, Inc.

(Firm/Company)

516 Fifth Avenue, 14th Floor

(Address)

New York, NY 10036

(City/State/Zip)

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

Susan Stack

(Name of Person)

at ( 212 ) 719-0101  
(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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG - 1 AM 11:58

**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. D. B. Wolf Associates, 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. New York  
(State or country under the law of which it is incorporated)
3. 11-2888754  
(FBI number, if applicable)
4. October 22, 1987  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 516 Fifth Avenue  
New York, NY 10036  
(Current mailing address)

8. The purpose of the corporation is to conduct executive search not only in the NY tri-state area but also in the southern region of the United States.  
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays 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.*

Gail Shelby, as agent  
(Registered agent's signature) **GAIL SHELBY**

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AUG - 1 AM 11:58

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: David A. Wolf

Address: 516 Fifth Avenue, NY, NY 10036

Vice Chairman: N/A

Address:

Director: David A. Wolf

Address: 516 Fifth Avenue, NY, NY 10036

Director: Susan Wolf

Address: 516 Fifth Avenue, NY, NY 10036

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: David A. Wolf

Address: 516 Fifth Avenue, NY, NY 10036

Vice President: Susan Wolf

Address: 516 Fifth Avenue, NY, NY 10036

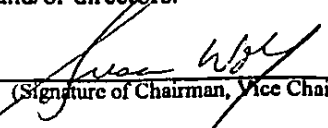
Secretary: Susan Wolf

Address: 516 Fifth Avenue, NY, NY 10036

Treasurer: Susan Wolf

Address: 516 Fifth Avenue, NY, NY 10036

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. Susan Wolf, Vice President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -1 AM 11:38

**State of New York** | **ss:**  
**Department of State**

I hereby certify, that the certificate of incorporation of D.S. WOLF ASSOCIATES, INC. was filed on 10/22/1987, under the name of TAYLOR GREY ASSOCIATES, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that no far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment TAYLOR GREY ASSOCIATES, INC., changing name to D.S. WOLF ASSOCIATES, INC., was filed 11/13/1987.

The Statement of Addresses and Directors is past due.

\*\*\*

Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 29th day of July  
one thousand nine hundred and  
ninety-six  
*Alexander F. Treadwell*  
Secretary of State

199607300290 61

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -1 AM 11:58