

F9600006122

1201 HAYS STREET  
TOWSON, MD 21204  
TEL: 410-222-0000 FAX: 410-222-0001  
800-343-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 164835 5023014  
AUTHORIZATION *Patricia Pyjunt*  
COST LIMIT : \$ 70.00

ORDER DATE : November 22, 1996  
ORDER TIME : 10:53 AM  
ORDER NO. : 164835-005  
CUSTOMER NO: 5023014

400002012484--4

CUSTOMER: Ms. Katherine C. Lenard  
Drinker Biddle & Reath  
1000 Westlakes Drive  
Ste. 300  
Berwyn, PA 19312

FOREIGN FILINGS

NAME: THE JUDGE GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 22 PM 12:20

*mt*

11/22

RECEIVED  
96 NOV 22 AM 11:19  
DIVISION OF CORPORATION

**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. The Judge 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. Pennsylvania 3. 23 - 1726661  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 1, 1970 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 23, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004  
(Current mailing address)

8. Corporate management and national sales of Subsidiary Company Services.  
(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: 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.*

By: Deborah D. Skipper, As agent  
(Registered agent's signature) Deborah D. Skipper, Its Agent

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

A. DIRECTORS

Chairman: Martin E. Judge, Jr.

Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

Vice Chairman: Michael A. Dunn

Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

Director: Richard T. Furlano

Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Richard Furlano

Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

Chief Executive Officer:

~~Vice President:~~ Martin E. Judge, Jr.

Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

Secretary: Katharine A. Wiercinski


Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

Treasurer: Margaret E. Sulpazo

Address: Two Bala Plaza, Suite 800  
Bala Cynwyd, PA 19004

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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. Michael A. Dunn, Vice President  
(Typed or printed name and capacity of person signing application)



COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

NOVEMBER 12, 1996

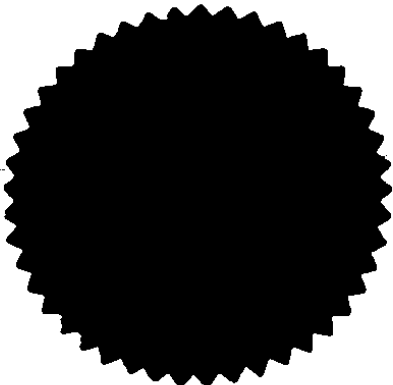
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

THE JUDGE GROUP, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania  
and remains a subsisting corporation so far as the records of this office  
show, as of the date herein.

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IN TESTIMONY WHEREOF, I have  
hereunto set my hand and caused  
the Seal of the Secretary's  
Office to be affixed, the day  
and year above written.

A handwritten signature in cursive script, appearing to read "F. J. Kunkin".

Secretary of the Commonwealth

CFEN