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BALTIMORE, MD
CANNON, MD
HANTON, MD
FREDERICK, MD

LAW OFFICES
MILNER & ST. CLAIR
A PROFESSIONAL CORPORATION
WOODMERE I, SUITE 400
9881 BROKEN LAND PARKWAY
COLUMBIA, MARYLAND 21046-1153

BALTIMORE 410-881-0000
WASHINGTON 202-596-8200
FAX 410-881-0400

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

WRITER'S DIRECT DIAL
410-312-4728

November 19, 1996

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****270.00 ****270.00

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

F96-6151

RE: Caras & Associates, Inc. (the "Corporation")

Dear Madam/Sir:

Enclosed please find an original Application by a Foreign Corporation for Authorization to Transact Business in Florida pursuant to a recent request by the State of Florida to register the above-referenced Corporation.

Also enclosed is a check in the amount of \$270.00, which includes the registration fee and the 1995 annual fee, and a Certificate of Good Standing for the Corporation from the State of Maryland.

Please forward the letter of acknowledgment for this filing to the undersigned at the above address. In the meantime if you should have any questions or concerns, please do not hesitate to call me.

Very truly yours,

Kristen E. Blanchard

Kristen E. Blanchard
Corporate Paralegal

Enclosures

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: CARAS & 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:

HARVEY S. CARAS
(Name of Person)

CARAS & Associates, Inc.
(Firm/Company)

5999 Harpers Farm Rd. STE. E-250
(Address)

Columbia, MD 21044
(City/State/Zip)

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

Janice A. Olsen at (410) 730-7163
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 19, 1996

CARAS AND ASSOCIATES
6208 DEVON DRIVE
COLUMBIA, MD 21044-0000

FEI #: 52-1478815

To Whom It May Concern:

Based upon a comparison of data provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, with our database of foreign corporations which have registered with the Florida Department of State, Division of Corporations, it appears that this corporation may be transacting business in Florida without authority to do so as required by section 607.1501, Florida Statutes. The data received from the Florida Department of Revenue indicates that this entity is currently registered as obligated to file a corporation income tax return with the State of Florida.

Since the corporation conducts sufficient business activities in Florida to warrant its compliance with Florida's revenue laws, despite not having valid authority from the Department of State to transact business, it is incumbent upon the corporation to determine whether and how Florida's law regarding foreign corporations applies to its present situation. For your convenience, you will find enclosed a copy of sections 607.1501 through 607.1532, Florida Statutes.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

Please complete and submit either the enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida" or, if the corporation is not required to receive authority to transact business in Florida, the "Statement Concerning Authority to Transact Business in Florida by a Foreign Corporation". ~~Return the appropriate form to this office within sixty (60) days to avoid the necessity of further action.~~ If you have any questions regarding this matter, please call (904) 487-6091, or write the Foreign Qualification and Tax Lien Section, P.O.Box 6327, Tallahassee, Florida 32314.

Division of Corporations

Enclosures

IMPORTANT NOTICE CONCERNING
\$1000 PENALTY FEE

THE FLORIDA DEPARTMENT OF STATE
WILL WAIVE THE \$1000 PENALTY FEE
IMPOSED UNDER SECTION 607.1502(4) OR
SECTION 617.1502(4), FLORIDA STATUTES,
FOR ANY FOREIGN CORPORATION WHICH
APPLIES FOR A CERTIFICATE OF
AUTHORITY BETWEEN JULY 1, 1996 AND
DECEMBER 31, 1996. (LAWS OF FLORIDA 96-212)

THE CORPORATION STILL MUST PAY ALL
FILING FEES AND ANNUAL REPORT FEES
THAT WOULD HAVE BEEN DUE IF THE
CORPORATION HAD PROPERLY
QUALIFIED.

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. CARAS & 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. MARYLAND 3. 52-1478815
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/18/86 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.))

7. CARAS & Associates, Inc.
5999 Harpers Farm Rd. [see next page]
(Current mailing address)

8. Human Resources Consulting
(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: Jack W. Hoffman

Office Address: 6798 Highland Pines Circle
Ft. Myers,

Florida, 33912-1327
(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.

Jack W. Hoffman
(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.

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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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Harvey Caras

Address: 5999 Harpers Farm Road, Suite E-250

Columbia, Maryland 21044

Director: N/A

Address: _____

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

President: Harvey Caras

Address: 5999 Harpers Farm Road, Suite E-250

Columbia, Maryland 21044

Vice President: N/A

Address: _____

Secretary: Joanne Caras

Address: 5999 Harpers Farm Road, Suite E-250

Columbia, Maryland 21044

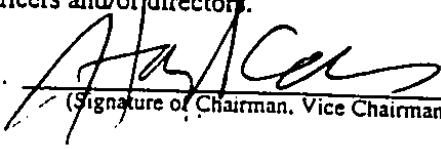
Treasurer: Harvey Caras

Address: 5999 Harpers Farm Road, Suite E-250

Columbia, Maryland 21044

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

13.

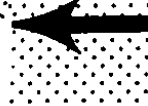

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harvey Caras, President

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

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STATE OF MARYLAND

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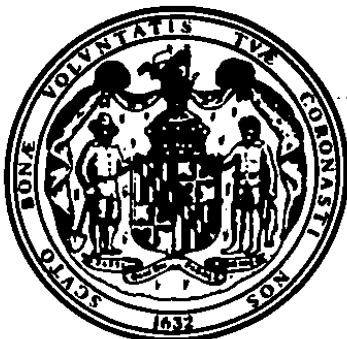
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CARAS & ASSOCIATES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 17TH DAY OF OCTOBER, 1996.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I