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Phone

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CORPORATION(S) NAME

n.a. Orion International Consulting, Inc.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> UCC Filing |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Change of R.A. |
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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. n.a. ORION INTERNATIONAL CONSULTING, 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. North Carolina

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

3. 56-1723928

(FEI number, if applicable)

4. January 7, 1991

(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. 5511 Capital Center Drive, Suite 216, Raleigh, North Carolina 27606

(Current mailing address)

8. Permanent personal recruiting.

(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: David Catalano

c/o n.a. ORION INTERNATIONAL CONSULTING, INC.

Office Address: 10151 Deerwood Park Boulevard, Building 300, Suite 210

Jacksonville, Florida, 32256

(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 proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Registered agent's signature) (Office)

David Catalano, Registered Agent

(Type Name and Title of Office)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13.

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

14. William H. Laughlin, President

(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

**Directors of
n.a. ORION INTERNATIONAL CONSULTING, INC.**

1. William H. Laughlin
5511 Capital Center Drive, Suite 216
Raleigh, North Carolina 27606
2. James R. Tully, III
5412 Courseview Drive, Suite 220
Mason, Ohio 45040
3. Randall H. Nelson
5511 Capital Center Drive, Suite 216
Raleigh, North Carolina 27606

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

Officers of
n.a. ORION INTERNATIONAL CONSULTING, INC.

1. William H. Laughlin, President
5511 Capital Center Drive, Suite 216
Raleigh, North Carolina 27606
2. James R. Tully, III, Vice President
5412 Courseview Drive, Suite 220
Mason, Ohio 45040
3. Randall H. Nelson, Vice President, Secretary, Treasurer
5511 Capital Center Drive, Suite 216
Raleigh, North Carolina 27606

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

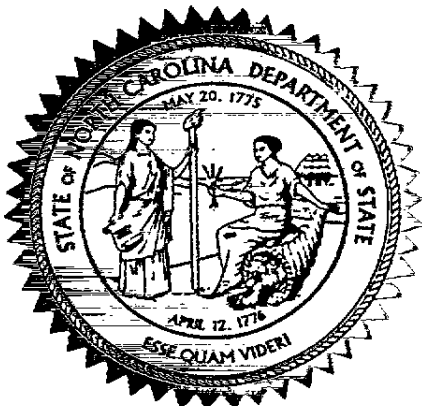
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

N.A. ORION INTERNATIONAL CONSULTING GROUP, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 7th day of January, 1991, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 12th day of March, 1998.

Elaine F. Marshall

Secretary of State