

F98000001770

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: The Spectrem Group, 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:

700002448407--6
-03/05/98--01084 --002
*****70.00 *****70.00

Laurie E. McLeod
(Name of Person)

The Spectrem Group, Inc.
(Firm/Company)

W98-5000

11 Penn Plaza - 23rd Floor
(Address)

New York, N.Y. 10001
(City/State/Zip)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 11:48

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

Laurie E. McLeod at (212) 868-8284
(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

March 6, 1998

MAR 17 1998

LAURIE E. MCLEOD
THE SPECTREM GROUP, INC.
11 PENN PLAZA - 23RD FLOOR
NEW YORK, NY 10001

SUBJECT: THE SPECTREM GROUP, INC.
Ref. Number: W98000005000

We have received your document for THE SPECTREM GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 298A00012316

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Marlene L. Olshan, do hereby certify
(Name)

that this Resolution of the Board of Directors of The Spectrem Group, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

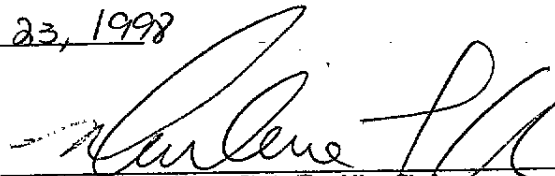
was duly adopted on March 23,, 19 98.

Be it resolved, that The Spectrem Group, Inc.,
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

The Spectrem Consulting Group, Inc. for use in Florida.

Dated: March 23, 1998


Signature of either Chairman, Vice Chairman or any officer

Marlene L. Olshan
Type or print name

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DIVISION OF CORPORATIONS
98 MAR 30 AM 11:45

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. The Spectrem 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. Delaware 3. 82-3077457
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/6/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 11 Penn Plaza - 23rd Floor / Transacting business in FL @:
New York, N.Y. 10001 3030 North Rocky Point Dr. West
Tampa, FL 33607
(Current mailing address) Suite 800

8. Strategic management consulting and data research
(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 acceptable)

Name: Debra Olsen

Office Address: 3030 North Rocky Point Dr. West

Suite 800 - Tampa, Florida, 33607
(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.

Debra M. Olsen
(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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98 MAR 30 11:45
NOT

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: Amy J. Errett

Address: 270 Marcada Way
San Francisco, CA 94127

Vice Chairman: None

Address: _____

Director: Ann W. Figueredo

Address: 88 Williams Street
San Rafael, CA 94901

Director: George H. Walper, Jr.

Address: 770 Prospect
Winnetka, IL 60093

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

President: See Chairman (same)

Address: _____

Vice President: None

Address: _____


Secretary: Marlene L. Olshan

Address: 619 Addison Street
Philadelphia, PA 19147

Treasurer: James H. McKenzie

Address: 1815 Mesa Ridge Avenue
Westlake Village, CA 91362

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. Marlene L. Olshan - Secretary
(Typed or printed name and capacity of person signing application)

FILED
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DIVISION OF CORPORATIONS
98 MAR 30 AM 11:45

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE SPECTREM GROUP, INC." 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-FIRST DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE SPECTREM GROUP, INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 AM 11:45



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8877288

DATE: 01-21-98