

F98000005270

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ORION Consulting, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

300002638243--9  
-09/14/98--01072--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Roland E. Breunig  
(Name of Person)  
ORION Consulting, Inc.  
(Firm/Company)  
1301 East Ninth Street, Suite 3000  
(Address)  
Cleveland, OH 44114-1800  
(City/State/Zip)

478-20913

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

Roland E. Breunig at ( 216 ) 687-1480 ext. 240  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
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

# 9/21

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 14, 1998

ROLAND E. BREUNIG  
ORION CONSULTING, INC.  
1301 E. NINTH ST., SUITE 3000  
CLEVELAND, OH 44114-1800

SUBJECT: ORION CONSULTING, INC.  
Ref. Number: W98000020913

We have received your document for ORION CONSULTING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 398A00046497

**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. ORION 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. Ohio 3. 34-1661550  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 19, 1990 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1301 East Ninth Street, Suite 3000  
Cleveland, OH 44114-1800  
(Current mailing address)

8. any lawful activity  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

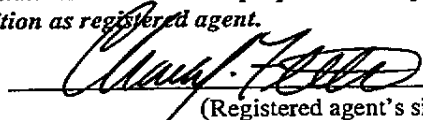
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: Charles J. Fletcher

Office Address: ORION Consulting, Inc.  
600 W. Hillsboro Blvd., Suite 300  
Deerfield Beach, Florida, 33441  
(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.*

  
(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.

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

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

See Attached Addendum

Chairman: \_\_\_\_\_

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

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

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

\_\_\_\_\_

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

See Attached Addendum

President: \_\_\_\_\_

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

\_\_\_\_\_

Vice President: \_\_\_\_\_

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

\_\_\_\_\_

Secretary: \_\_\_\_\_

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

\_\_\_\_\_

Treasurer: \_\_\_\_\_

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

\_\_\_\_\_

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

13. *Roland E. Breunig*

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

14. Roland E. Breunig, Chief Financial Officer

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

**ORION Consulting, Inc.**  
**Addendum to Application by Foreign Corporation for Authorization**  
**To Transact Business in Florida**

**Directors**

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Vincent C. Campanella  
Chairman of the Board  
ORION Consulting, Inc.  
1301 East Ninth Street, Suite 3000  
Cleveland, OH 44114-1800

George M. Arsenault  
Chief Executive Officer  
ORION Consulting, Inc.  
1301 East Ninth Street, Suite 3000  
Cleveland, OH 44114-1800

Edward D. Knell, Jr.  
President  
ORION Consulting, Inc.  
One Metropolitan Square  
211 North Broadway, Suite 2910  
St. Louis, MO 63102

William R. Plato  
Chief Administrative Officer  
ORION Consulting, Inc.  
1301 East Ninth Street, Suite 3000  
Cleveland, OH 44114-1800

Phillip J. Campanella  
Partner  
Calfee, Halter & Griswold LLP  
1400 McDonald Investment Center  
800 Superior Avenue  
Cleveland, OH 44114-2688

Joseph A. Campanella  
Executive Vice President  
Star Bank, N.A.  
425 Walnut  
Cincinnati, OH 45202

Maryann Bencic  
Secretary  
ORION Consulting, Inc.  
6004 Whiteford Drive  
Highland Heights, OH 44143

**Other Officers**

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Roland E. Breunig,  
Executive Vice President and Chief  
Financial Officer  
ORION Consulting, Inc.  
1301 East Ninth Street, Suite 3000  
Cleveland, OH 44114-1800

Richard B. Schmitz  
President, System Services  
ORION Consulting, Inc.  
1301 East Ninth Street, Suite 3000  
Cleveland, OH 44114-1800

Edwin T. Crego, Jr.  
Chief Marketing Officer  
ORION Consulting, Inc.  
180 North LaSalle, Suite 2626  
Chicago, IL 60601

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

}

*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show ORION CONSULTING, INC., an Ohio corporation, Charter No. 782943, having its principal location in Cleveland, County of Cuyahoga, was incorporated on October 22, 1990 and is currently in GOOD STANDING upon the records of this office.*



WITNESS my hand and official  
seal at Columbus, Ohio on  
September 1, 1998

*Bob Taft*

Bob Taft  
Secretary of State

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