

F98000005954

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SSI (U.S.) 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:

Ms. Khin Chow
(Name of Person)
SSI (U.S.) Inc.
(Firm/Company)
401 N. Michigan Ave., Suite 3300
(Address)
Chicago, IL 60611
(City/State/Zip)

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***1150.00 ***1150.00

W 98-9927
P. 602

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

Khin Chow at (312) 396-3765
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 OCT 27 AM 8:20
FILED
10/27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1998

MS. KHIN CHOW
SSI (U.S.) INC.
401 N. MICHIGAN AVE., SUITE 3300
CHICAGO, IL 60611

SUBJECT: SSI (U.S.) INC.
Ref. Number: W98000009927

We have received your document for SSI (U.S.) 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:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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

Lee Rivers
Document Specialist

Letter Number: 298A00024316



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

2nd

August 24, 1998

KELLI A. BUCHANAN
SSI (U.S.) INC.
1403 COLUMBINE DRIVE
MT. PROSPECT, IL 60056

SUBJECT: SSI (U.S.) INC.
Ref. Number: W98000009927

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SSI (U.S.) INC..

The referenced application states that the corporation has transacted business in the State of Florida since October 1, 1997. You were notified by letter dated May 4, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers
Document Specialist Letter No. 698A00043759

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 24, 1998

KELLI A. BUCHANAN
SSI (U.S.) INC.
1403 COLUMBINE DRIVE
MT. PROSPECT, IL 60056

SUBJECT: SSI (U.S.) INC.
Ref. Number: W98000009927

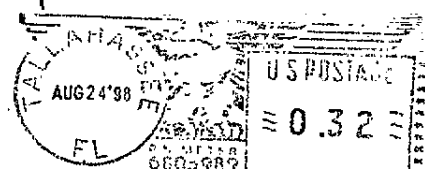
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers
Document Specialist

Letter No. 698A00043759

Enclosure



2nd

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

MS. KHIN CHOW
SSI (U.S.) INC.
401 N. MICHIGAN AVE., SUITE 3300
CHICAGO, IL 60611

SUBJECT: SSI (U.S.) INC.
Ref. Number: W98000009927

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for SSI (U.S.) INC..

The referenced application states that the corporation has transacted business in the State of Florida since October 1, 1997. You were notified by letter dated May 4, 1998, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$1150.00 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (850) 487-6091.

Lee Rivers
Document Specialist Letter No. 698A00043759

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1998

MS. KHIN CHOW
SSI (U.S.) INC.
401 N. MICHIGAN AVE., SUITE 3300
CHICAGO, IL 60611

SUBJECT: SSI (U.S.) INC.
Ref. Number: W98000009927

CERTIFIED MAIL #Z 311 649 512 RETURN RECEIPT REQUESTED

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of SSI (U.S.) INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by SSI (U.S.) INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$1150.00 are now due. To avoid further penalty, payment must be remitted within 45 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Gerard T. York, Assistant General Counsel

Enclosures Letter No. 998A00051107

**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. SSI (U.S.) Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-3538416
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-1-87 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10-1-97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 401 N. Michigan Ave., #3300
Chicago, IL 60611
(Current mailing address)
8. Executive Search
(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: CT Corporation
- Office Address: 1200 S. Pine Island Road
Plantation, Florida, 33324
(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.

Anne E. Diamond

(Registered agent's signature)

Anne E. Diamond, Assitant Secretary

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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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: SEE LIST ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

14. Kelli Buchanan, Corporate Secretary
(Typed or printed name and capacity of person signing application)

SSI (U.S.) INC.
DBA SPENCER STUART
401 NORTH MICHIGAN AVENUE
SUITE 3300
CHICAGO, IL 60611

STATEMENT OF CORPORATE OFFICERS / DIRECTORS

NAME/HOME ADDRESS/PHONE	TITLE
Dayton Ogden 17 Toquam Road New Canaan, CT 06840 (203) 966-7598	President Director
Thomas J. Neff 25 Midwood Road, Deer Park Greenwich, CT 06830 (203) 869-4215	Chairman
Richard M. Kurkowski 183 Timber Trail Drive Oak Brook, IL 60521 (708) 530-5849	CFO Vice President Director
Kelli A. Buchanan 1403 Columbine Drive Mt. Prospect, IL 60056 (708) 635-8209	Corporate Secretary Asst. Vice President
James R. Billington 81 North Street - Box 102 Saunemin, IL 61769 (815) 832-4937	Asst. Corp Secretary
Gail M. Glysing 1960 Lincoln Park West #907 Chicago, IL 60614 (312) 525-4468	Asst. Corp Secretary

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TALLAHASSEE FLORIDA

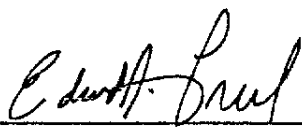
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SSI(U.S.) 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 FOURTEENTH DAY OF APRIL, A.D. 1998.

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98 OCT 27 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9024151

DATE: 04-14-98