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REFERENCE : 083738 4312909

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 083738-020

CUSTOMER NO: 4312909

CUSTOMER: Charlotte Darling, Legal Asst  
Gunster Yoakley Valdez-fauli &  
777 S. Flagler Dr. #500

900002732019-2

W. Palm Beach, FL 33401

FOREIGN FILINGS

NAME: WARREN INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -6 PM 2:00

RECEIVED  
99 JAN -6 PM 12:26  
DIVISION OF CORPORATION

**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. Warren International, 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. New York  
(State or country under the law of which it is incorporated)
3. 13-2946010  
(FEI number, if applicable)
4. June 14, 1978  
(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 817.155, F.S.))
7. 303 East 51st Street  
New York, New York 10022  
(Current mailing address)
8. Executive recruiting; 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: Karen B. Rozar  
(Registered agent's signature)

Karen B. Rozar, Asst. Sec.  
Corporation Service Company

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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99 JAN -6 PM 2:00

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: Robert M. Warren

Address: 303 East 51st Street  
New York NY 10022

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

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

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

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

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

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

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

President: Robert M. Warren

Address: 303 East 51st Street  
New York NY 10022

Vice President: -----

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

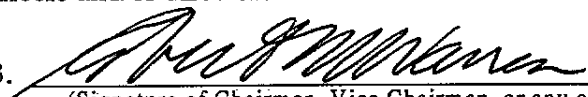
Secretary: Robert M. Warren

Address: 303 East 51st Street  
New York NY 10022

Treasurer: Robert M. Warren

Address: 303 East 51st Street  
New York NY 10022

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. Robert M. Warren, President  
(Typed or printed name and capacity of person signing application)

**State of New York  
Department of State**

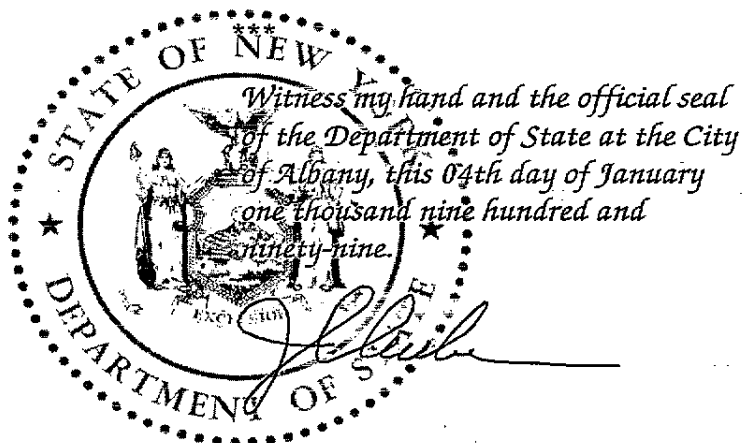
**ss:**

I hereby certify, that the certificate of incorporation of WARREN INTERNATIONAL, INC. was filed on 06/14/1978, under the name of R.M.W. MANAGEMENT CONSULTANTS CORP., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment R.M.W. MANAGEMENT CONSULTANTS CORP., changing name to WARREN MANAGEMENT CONSULTANTS, INC., was filed 02/18/1987.

A Certificate of Amendment WARREN MANAGEMENT CONSULTANTS, INC., changing name to WARREN INTERNATIONAL CORP., was filed 06/17/1998.

A Certificate of Amendment WARREN INTERNATIONAL CORP., changing name to WARREN INTERNATIONAL, INC., was filed 09/10/1998.



*Special Deputy Secretary of State*

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