



THE UNITED STATES  
CORPORATION  
COMPANY

99000003822

ACCOUNT NO. : 072100000032

REFERENCE : 315326 4803290

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 78.75

ORDER DATE : July 21, 1999

ORDER TIME : 4:32 PM

ORDER NO. : 315326-005

CUSTOMER NO: 4803290

400002938094--2

CUSTOMER: Mr. William Kim  
Kramer Levin Naftalis &  
919 Third Avenue  
38th Floor  
New York, NY 10022

*w99-16886*

FOREIGN FILINGS

NAME: KROLL BACKGROUND AMERICA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

*W 7/27*  
**FILED**  
99 JUL 22 AM 8:45  
**RECEIVED**  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 JUL 21 PM 4:44



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 22, 1999

CSC  
ATTN; CARINA DUNLAP

SUBJECT: KROLL BACKGROUND AMERICA, INC.  
Ref. Number: W99000016886

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 Specialist

Letter Number: 199A00037507

RECEIVED  
99 JUL 26 PM 3:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# 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. Kroll Background America, 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. Tennessee  
(State or country under the law of which it is incorporated)
3. 62-1614830  
(FEI number, if applicable)
4. September 8, 1995  
(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. 1900 Church Street Suite 400, Nashville, Tennessee 37203  
  
(Current mailing address)
8. The purpose of the Corporation is to engage in any lawful business under the laws of the state of Tennessee.  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
  
Tallahassee, Florida, 32301  
(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.*

Judith S. Blancett  
(Registered agent's signature) (Officer)

Judith S. Blancett, as its agent  
(Type Name and Title of Officer)

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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: Abram Gordon

Address: 9113 LeSaint Drive

Fairfield, Ohio 45014

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

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

B. OFFICERS

President: See attached list of officers

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

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

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

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

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

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TALLAHASSEE FLORIDA

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

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

\_\_\_\_\_

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

13. Sabrina H. Perel  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sabrina Perel, Vice President  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

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

**Officers of  
Kroll Background America, Inc.**

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1. Michael D. Shmerling, President  
1900 Church Street Suite 400  
Nashville, Tennessee 37203
2. Abram Gordon, Vice President and Secretary  
9113 LeSaint Drive  
Fairfield, Ohio 45014
3. Nazzarino Paciotti, Treasurer  
900 Third Avenue  
New York, New York 10021
4. Sabrina Perel, Vice President and Assistant Secretary  
900 Third Avenue  
New York, New York 10021

**FILED**  
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TALLAHASSEE FLORIDA

**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 07/22/1999  
REQUEST NUMBER: 99203128  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 09/08/1995  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0300034  
JURISDICTION: TENNESSEE

TO:  
JENNIFER HAMILTON  
1900 CHURCH STREET  
SUITE 400  
NASHVILLE, TN 37203

REQUESTED BY:  
JENNIFER HAMILTON  
1900 CHURCH STREET  
SUITE 400  
NASHVILLE, TN 37203

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

**"KROLL BACKGROUND AMERICA, INC."**

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

**FILED**  
99 JUL 22 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 07/22/99

FROM:  
BACKGROUND AMERICA INC  
1900 CHURCH ST  
STE 400  
NASHVILLE, TN 37203-0000

RECEIVED:      **FEES**  
                 \$20.00      \$0.00  
TOTAL PAYMENT RECEIVED:      \$20.00

RECEIPT NUMBER: 00002525874  
ACCOUNT NUMBER: 00229522



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE