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F99000004778

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

700002988977--4

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*****70.00 *****70.00

CBIZ Acquisition 3 Corp

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
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TALLAHASSEE, FLORIDA

BK
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**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.*

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1. CBIZ Acquisition 3 Corp.

(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

(State or country under the law of which it is incorporated)

3. 34-1900735

(FEI number, if applicable)

4. July 20, 1999

(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. 6480 Rockside Woods Blvd., Suite 330, Cleveland, OH 44131

(Current mailing address)

8. engage in any lawful act or activity for which corporations may be formed

(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: C T Corporation System

Office Address: 1200 South 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.

Charlotte Renee Cruz

(Registered agent's signature)

Charlotte Renee Cruz, Asst. 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.

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: Keith W. Reeves

Address: 6480 Rockside Woods Blvd., Suite 330, Cleveland, OH 44131

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Fred M. Winkler

Address: 6480 Rockside Woods Blvd., Suite 330, Cleveland, OH 44131

Vice President: Charles D. Hamm, Jr. Jerome P. Grisko, Jr.

Address: 6480 Rockside Woods Blvd., Suite 330, Cleveland, OH 44131

Secretary: Barbara A. Rutigliano

Address: 6480 Rockside Woods Blvd., Suite 330, Cleveland, OH 44131

Treasurer: Jocelyn A. Bradford

Address: 6480 Rockside Woods Blvd., Suite 330, Cleveland, OH 44131

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. Fred M. Winkler, President

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

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

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I, J. Kenneth Blackwell, 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 CBIZ ACQUISITION 3 CORP., an Ohio corporation, Charter No. 1088997, having its principal location in Cleveland, County of Cuyahoga, was incorporated on July 20, 1999 and is currently in GOOD STANDING upon the records of this office.



*WITNESS my hand and official seal at
Columbus, Ohio on
September 13, 1999*

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State