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DIVISION OF CORPORATIONS

CORPORATE SERVICES NYC

NO.106 PP.1/4011

F99000005770

Florida Department of State

Division of Corporations
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To:

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From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
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FOREIGN PROFIT QUALIFICATION

SMITH HANLEY CONSULTING GROUP, INC.

Certificate of Status	0
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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.

SMITH HANLEY CONSULTING GROUP, INC.

1. (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. Connecticut 3. 06-1412917
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 28, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

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TALLAHASSEE, FLORIDA

7. 107 John Street, Southport, CT 06490
(Current mailing address)
8. Employee leasing & placement
(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: Keith Shelly
Office Address: 365 Way Mont Center, Suite C
Lake Mary Florida, 32746
(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)

Thomas Hanley/President, 235 Canoe Hill Road., New Canaan, CT 06840

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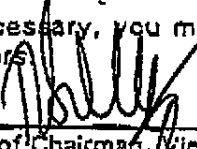
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Treasurer: Brant Smith

Address: 33 Foxboro Pt.

Essex, CT 06426

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. Thomas Hanley President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Blumberg Excelsior Corporate Services,
62 White Street
New York, NY 10013
(212) 431-5000

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Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State
and keeper of the seal thereof, DO HEREBY CERTIFY, that

SMITH HANLEY CONSULTING GROUP, INC.

incorporated under the laws of Connecticut is in existence.



Secretary of the State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Date Issued: October 20, 1999

Blumberg Excelsior Corporate Services, Inc.
62 White Street
New York, NY 10013
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