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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

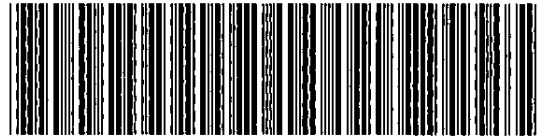
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

01/17/2008 JAN 17 2008



BERRY & BLOCK LLP

January 15, 2008

Sent via federal express

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: *Major, Lindsey & Africa, LLC
Qualifying in Florida***

Dear Sirs:

Please find enclosed the following:

1. Application by Foreign LLC for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Good Standing;
4. Check in amount of \$125 for filing fee.

Please send the filed documents back to us in the enclosed self-addressed stamped envelope.

If you need any further information, please contact the undersigned at (916) 564-2000 ext. 6 or via email at dreeder@berryblock.com.

Very truly yours,

Dana Reeder

Legal Assistant to **Ilene Goldstein Block**

:dr
Enclosure

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Major, Lindsey & Africa, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 05/07/2001

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 938 B Street

San Rafael, CA 94901

(Street Address of Principal Office)

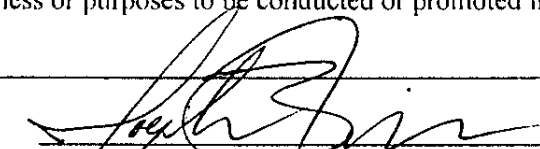
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

See attachment

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Legal Recruiting


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joseph Beson, CFO

Typed or printed name of signee

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Major, Lindsey & Africa, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)
1200 South Pine Island Rd.
Florida Street Address (P.O. Box NOT ACCEPTABLE)
Plantation FL 33324
City/State/Zip

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TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Janet Gerkin
(Signature)
Janet Gerkin
Special Asst. Secretary

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Major, Lindsey & Africa, LLC Partner and Managing Director Information

Entity owning units in Major, Lindsey & Africa, LLC S-Corp/Part/Ind

Name	Business Address	
Robert Major	500 Washington St, 5th Floor San Francisco, CA 94111	RAM S-Corp 500 Washingto St., 5th Floor San Francisco, CA 94111
Charles Fanning	500 Washington St, 5th Floor San Francisco, CA 94111	Fanning S-Corp 500 Washingto St., 5th Floor San Francisco, CA 94111
Jon Lindsey	551 5th Ave, 22nd Floor New York, NY 10176	Lindsey S-Corp (FKA Major, Hagen & Africa, Inc) 551 5th Ave, 22nd Floor New York, NY 10176
Miriam Frank	1 South Wacker Drive, Suite 1750 Chicago, IL 60606	Frank S-Corp 1402 Prairie Trail Grayslake, Ill 60030
Carter Brown	938 B Street San Rafael, CA 94901	Brown S-Corp 18 Hillcrest Rd Mill Valley, CA 94941
Meitinda Wallman As of Feb 2004	10-11 Austin Friars London EC2N 2HG UK	Individual 25 Colville Road / Ground Floor Flat London W11 2BT
Gigi Burchfield		London W11 2BT
Gigi Birchfield	777 S. Figueroa Street, #4900 Los Angeles, CA 90017	Birchfield S-Corp 2324 Nottingham Ave. Los Angeles, CA 90027

Richards Gordon
Effective Nov 4, 2004

260 Franklin Stree, #920
Boston, MA 02110

Richards Gordon S-Corp
53 Cypress Road
Wellesley, MA 02481

Brion Brickerton
Effective Nov 4, 2004

260 Franklin Stree, #920
Boston, MA 02110

Brion Alexander S-Corp
223 Slade Street
Belmont, MA 02478

Robert Graff
Effective as of Jan 1, 2005

1355 Peachtree St, #1125
Atlanta, GA 30309

Graff S-Corp
4521 Firestone Dr
Marietta, GA 30067

Jeffrey Lowe
Effective as of Jan 1, 2005

601 Thirteenth Street, NW, #950 South
Washington DC 20005

Lowe S-Corp
2327 Lakeshire Dr
Alexandria, VA 22308

Marjorie Grossberg
Effective 1/1/2006

551 5th Ave, 22nd Floor
New York, NY 10176

Grossberg S-Corp
247 North Ridge St.
Rye Brook, NY 10573

Natasha Ciancutti
Effective 1/1/2006

500 Washington St, 5th Floor
San Francisco, CA 94111

Ciancutti S-Corp
145 Crescent Road
San Anselmo, CA 94960

Karen Andersen
Effective 1/1/2006

2025 First Avenue, Suite 400
Seattle, WA 98121

Andersen S-Corp
3810 - 46th Ave. NE
Seattle, WA 98105

Thomas Colberg
Effective July 1, 2006

1 South Wacker Drive, Suite 1750
Chicago, IL 60606

Colberg S-Corp
353 STERLING RD.
KENILWORTH, IL 60043

Thomas Duvall
Effective July 1, 2006

500 Washington St, 5th Floor
San Francisco, CA 94111

Duvall S-Corp
1871 RICE WAY
WALNUT CREEK, CA 94595

Laurie Caplane
Effective July 1, 2006
551 5th Ave, 22nd Floor
New York, NY 10176

Joseph Beson
938 B Street
San Rafael, CA 94901

Caplane S-Corp
ONE SUMMER ST.
FOREST HILLS, NY 11375

Lynnesy McCall
Effective Jan 1, 2007
10-11 Austin Friars
London EC2N 2HG UK

Individual
39 Palmreston Road
Wimbledon
London, England SW19 1PG

Sheri Michaels
Effective Jan 1, 2007
551 5th Ave, 22nd Floor
New York, NY 10176

Individual
3 Old Quarry Road
Englewood, NJ 07631

Judy Allen
Effective Jan 1, 2007
938 B Street
San Rafael, CA 94901

Individual
10 Knoll Road
San Anselmo, CA 94960

Note: Most ownership units in MLA are held by a Subs Corp. which is 100% owned by the ultimate owner shown.

Terminated Members

Kimberly Fullerton

B. Cory Hawryluk
Effective as of Jan 1, 2005

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAJOR, LINDSEY & AFRICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007.

3389036 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6258858

DATE: 12-21-07