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May 10, 2000

Via Federal Express

100003248611--9  
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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Application By Foreign Profit Corporation To File Amendment To  
Application For Authorization To Transact Business In Florida

Dear Sir or Madam:

Enclosed are an original and one copy of an Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida for Executive Search International, Ltd., Inc., a Delaware corporation, together with a certified copy of the Certificate of Amendment of Certificate of Incorporation filed with the State of Delaware on April 25, 2000. Also enclosed is a check payable to the Department of State for \$43.75 to cover the \$35.00 filing fee and \$8.75 certified copy fee.

FILED  
STATE  
SECRETARY OF CORPORATIONS  
00 MAY 11 PM 2:51

After the Application has been filed, please return the certified copy to the undersigned.

Sincerely,

*Mary F. Fendle*

Mary F. Fendle, Legal Assistant

:mff

Enclosures

cc: Bernd K. Wosgien w/enclosures  
Jay Wiser, Esq. w/enclosures

N/c

V. SHEPARD MAY 24 2000

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 11 PM 2:51

1. Executive Search International, Ltd., Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. April 27, 1988  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/25/00
5. Executive Search International, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
N/A  
New Jurisdiction

  
Signature

4.10.1988  
Date

Bernd K. Wosgien  
Typed or printed name

President  
Title

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EXECUTIVE SEARCH INTERNATIONAL, LTD.", CHANGING ITS NAME FROM "EXECUTIVE SEARCH INTERNATIONAL, LTD." TO "EXECUTIVE SEARCH INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2145317 8100

001213242

AUTHENTICATION: 0418416

DATE: 05-04-00

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**  
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EXECUTIVE SEARCH INTERNATIONAL, LTD., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Executive Search International, Ltd. be amended by changing the first paragraph thereof so that, as amended, said paragraph shall be and read as follows:

"1. The name of the corporation is Executive Search International, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Bernd K. Wosgien, its President, this 20 day of April, 2000.

EXECUTIVE SEARCH INTERNATIONAL, LTD.

By: Bernd K. Wosgien  
Bernd K. Wosgien, President