

Filing and License Fee: \$310.00 minimum

ID Number: 150828



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is K2 Partnering Solutions (West), Inc.
- It is incorporated under the laws of Delaware
- The name, if different, which it elects to use in Rhode Island is:
  - If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
  - If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
- The date of its incorporation is April 12, 2005 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808
- The address of its proposed registered office in Rhode Island is 39 Pike Street  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is William Burns Crawford  
(Name of Agent)
- The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
To carry on the business of providing personnel recruitment, consulting and staffing service and any business related thereto or useful in connection therewith.
- (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	See attached sheet.	
Director		
Director		
Director		

By KMC  
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SECRETARY OF STATE  
CORPORATIONS DIVISION  
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8a. The names and respective addresses of the directors are:

	<u>Name</u>	<u>Address</u>
<b>Director:</b>	James McHugh	Leonhardshalde 21 8001 Zurich Switzerland
<b>Director:</b>	William Burns Crawford	15 Jodie Beth Drive East Greenwich, RI 02818
<b>Director:</b>	Ronald F. Wnek	6 Bay View Avenue South Dartmouth, MA 02748

8b. The names and respective addresses of the principal officers are:

	<u>Name</u>	<u>Address</u>
<b>President:</b>	James McHugh	Leonhardshalde 21 8001 Zurich Switzerland
<b>Vice President:</b>	William Burns Crawford	15 Jodie Beth Drive East Greenwich, RI 02818
<b>Treasurer:</b>	William Burns Crawford	15 Jodie Beth Drive East Greenwich, RI 02818
<b>Secretary:</b>	Ronald F. Wnek	6 Bay View Avenue South Dartmouth, MA 02748

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	See attached sheet	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
10,000	A		\$0.01 par value
10,000	B		\$0.01 par value

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is  
\$ 0.00
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is  
\$ 0.00
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is  
\$ 2,500,000.00
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 2,500,000.00
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 100 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 04/21/05

W. Crawford  
Signature of Authorized Officer of the Corporation  
**William Crawford, Vice President**  
Type or Print Name of Authorized Officer

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "K2 PARTNERING SOLUTIONS (WEST), INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF AUGUST, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "K2 PARTNERING SOLUTIONS (WEST), INC." WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3953925 8300

AUTHENTICATION: 4073609

050647898

DATE: 08-05-05

**K2 Partnering Solutions, Inc.  
39 Pike Street  
Providence, RI 02903**

April 12, 2005

State of Rhode Island and Providence Plantations  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903-1335

Dear Sir or Madam:

The undersigned, a Delaware corporation qualified to do business in the State of Rhode Island, has consented to the formation of K2 Partnering Solutions (West), Inc., as a Delaware corporation qualified to do business in the State of Rhode Island, on or about this date by a filing of an Application for Certificate of Authority with your office.

The undersigned Delaware corporation hereby consents to the use by K2 Partnering Solutions (West), Inc. of the name "K2 Partnering Solutions (West)", or derivatives of the same.

Very truly yours,

K2 PARTNERING SOLUTIONS, INC.

By: W. Crawford  
William Burns Crawford, Treasurer

**K2 Partnering Solutions (South), Inc.  
39 Pike Street  
Providence, RI 02903**

April 12, 2005

State of Rhode Island and Providence Plantations  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903-1335

Dear Sir or Madam:

The undersigned, a Delaware corporation qualified to do business in the State of Rhode Island, has consented to the formation of K2 Partnering Solutions (West), Inc., as a Delaware corporation qualified to do business in the State of Rhode Island, on or about this date by a filing of an Application for Certificate of Authority with your office.

The undersigned Delaware corporation hereby consents to the use by K2 Partnering Solutions (West), Inc. of the name "K2 Partnering Solutions (West)", or derivatives of the same.

Very truly yours,

K2 PARTNERING SOLUTIONS (SOUTH), INC.

By: W. Crawford.  
William Burns Crawford, Treasurer