



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/06/2010	201034000019	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	200.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY, SUITE 125
TIMOTHY ROBERTSON
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**1426759**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CTPARTNERS EXECUTIVE SEARCH INC.

and, that said business records show the filing and recording of:

Document(s)

CONVERSION WITHIN SOS RECORDS
(CHANGE BUSINESS TYPE TO FOREIGN FOR PROFIT)

Document No(s):

201034000019

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 3rd day of December,
A.D. 2010.

Ohio Secretary of State



Form 700 Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

- ☒ Expedite PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
- ☐ Non Expedite PO Box 1329
Columbus, OH 43216

**CERTIFICATE OF CONVERSION FOR ENTITIES CONVERTING
WITHIN OR OFF THE RECORDS OF THE OHIO SECRETARY OF STATE**
Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

(1) ☒ Converting Within The Records of the Ohio Secretary of State	(2) ☐ Converting Off The Records of the Ohio Secretary of State (187-VXX)
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Name of the converting entity: CTPartners Executive Search LLC

Jurisdiction of Formation: Delaware

Charter/Registration Number: 1426759

The converting entity is a:
(Check Only (1) One Box)

☒ Domestic Corporation	☐ Partnership
☐ Foreign Corporation	☐ Domestic Limited Partnership
☐ Domestic Nonprofit Limited Liability Company	☐ Foreign Limited Partnership
☐ Foreign Nonprofit Limited Liability Company	☐ Domestic Limited Liability Partnership
☐ Domestic For-Profit Limited Liability Company	☐ Foreign Limited Liability Partnership
☐ Foreign For-Profit Limited Liability Company	☐ Business Trust

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity: CTPartners Executive Search Inc.

Jurisdiction of Formation: Delaware

The converted entity is a:
(Check Only (1) One Box)

☐ Domestic Corporation	☐ Partnership
☒ Foreign Corporation	☐ Domestic Limited Partnership
☐ Domestic Nonprofit Limited Liability Company	☐ Foreign Limited Partnership
☐ Foreign Nonprofit Limited Liability Company	☐ Domestic Limited Liability Partnership
☐ Domestic For-Profit Limited Liability Company	☐ Foreign Limited Liability Partnership
☐ Foreign For-Profit Limited Liability Company	☐ Business Trust

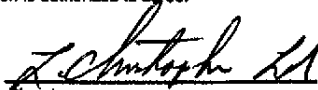
Effective Date _____ (Optional)	(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate that it is not more than ninety days after filing)	
Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.		
Chris Lund		
Name		
28601 Chagrin Boulevard, Suite 600		
Mailing Address		
Cleveland	OH	44122
City	State	Zip Code

Required information that must accompany conversion certificate if box 2 is checked		
If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.		
Name of Statutory Agent		
Mailing Address		
City	State	Zip Code
☐ If the agent is an individual using a P.O. Box, check this box to confirm that the agent is an Ohio resident.		
If the converting entity is a domestic or foreign corporation licensed to transact business in Ohio and converting off the records, the certificate of conversion must be accompanied by the affidavits herein attached. <i>(See Instructions)</i>		

See instructions for additional filing requirements if
(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio, or
(3) if a foreign or domestic corporation licensed to transact business in this state is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be authenticated (signed)
by an authorized representative.


Signature

12/2/07
Date

Chris Lund

Print Name

Authorized Person

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title



Prescribed by :

The Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
 e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

☒ Yes PO Box 1390
 Columbus, OH 43216

*** Requires an additional fee of \$100 ***

☐ No PO Box 670
 Columbus, OH 43216

FOREIGN CORPORATION APPLICATION FOR LICENSE OR REGISTRATION OF CORPORATION NAME

(For Foreign Profit or Nonprofit)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

(1) Foreign Corporation ☒ For-Profit (151-FLF) ☐ Nonprofit (152-FLN)	(2) Registration of Corporate Name by Unlicensed Foreign Corporation ☐ Original (158-RCO) ☐ Renewal (172-RNR (RCR))
ORC 1703	ORC 1703
Filing Fee \$125.00	Filing Fee \$50.00

Complete the general information in this section for the box checked above.

Corporate Name	CTPartners Executive Search Inc.		
Under the Laws of the State of	Delaware		
	(Home State)		
Date of Incorporation in Home State	9/18/2003		
	(Date)		
The corporation's principal office is located at			
1166 Avenue of the Americas, 3rd Floor			
(Street) NOTE: P.O. Box Addresses are NOT acceptable.			
New York	NY	10036	
(City)	(State)	(Zip Code)	
The corporate purpose it proposes to exercise in the state of Ohio are as follows: (Please provide a brief but specific description; a general purpose clause is not sufficient)			
provides executive search services			
The corporation is carrying on or doing business.			
☐ Check here if additional provisions are attached			

Complete the information in this section if box (1) is checked.

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio

C T Corporation System

(Name)

1300 East 9th Street

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland

(City)

Ohio

(State)

44114

(Zip Code)

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- A. the agent cannot be found or
- B. the above listed fails to designate another agent when required to do so, or
- C. the above stated registration to do business in Ohio expires or is cancelled

Complete the information in this section if profit is checked in box (1).

The application is made to secure a ☒ permanent ☐ temporary license

The corporation's principal office within Ohio is to be located in

☐ Corporation will not have an office in Ohio

28601 Chagrin Boulevard, Suite 600

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Cleveland

(City)

Cuyahoga

(County)

Ohio

(State)

44122

(Zip Code)

Has the corporation obtained a license to transact business in Ohio at any time in the past?

Yes ☒ No

If yes, prior License No. _____

issued _____

(Date)

The date on which the corporation began transacting business in Ohio

☐ Date _____

OR

☒ Will begin business upon approval of application

Is this application being made to enable the corporation to prosecute or defend a legal action?

☐ Yes ☒ No

Complete the information in this section if non-profit is checked in box (1).

The location of its principal office in the state of Ohio is

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(County)

Ohio

(State)

(Zip Code)

(Pursuant to ORC 1703.27 must have an Ohio address)

SS.

IN WITNESS WHEREOF, the corporation has caused this application to be executed by an authorized officer on 2 December 2010
(Date)

STATE OF Ohio
COUNTY OF Cuyahoga

Chris Lund, being first duly sworn, deposes and says that he/she is the
(Name of Officer)

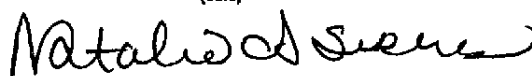
Vice President of CTPartners Executive Search Inc.
(Title)

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to the best of my knowledge and belief.

Signature: 

Name: Chris Lund

Sworn to before me and subscribed in my presence, 2 December 2010
(date)


(Notary Public)

NOTARY SEAL

Expiration date of Notary's Commission: 17 June 2012
(date)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CTPARTNERS EXECUTIVE SEARCH 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 THIRD DAY OF DECEMBER, A.D. 2010.

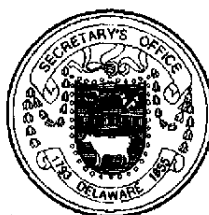
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

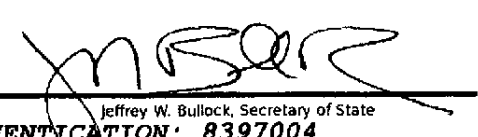
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CTPARTNERS EXECUTIVE SEARCH INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2003.

3706377 8300

101146287

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8397004

DATE: 12-03-10