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06 MAR - 6 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Cambridge Strategic Management Group, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Julie Bluhm

(Name of Person)

TMNG, Inc.

(Firm/Company)

7300 College Boulevard, Suite 302

(Address)

Overland Park, KS 66210

(City:State and Zip code)

For further information concerning this matter, please call:

Jason Wade

(Name of Person)

at ( 913 ) 345-9315

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE FOR REGISTRATION IN THE STATE OF FLORIDA.

1. Cambridge Strategic Management Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

CSMG, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DE

(State or country under the law of which it is incorporated)

3. 30-0029249

(FEI number, if applicable)

4. January 15, 2002

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Boston Place, 31st Floor, Boston, MA 02108

(Principal office address)

7300 College Boulevard, Suite 302, Overland Park, KS 66210

(Current mailing address)

8. Consulting Services

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.*

See attached

(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 business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Richard P. Nespola

Address: 7300 College Boulevard, Suite 302, Overland Park, KS 66210

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Micky Woo

Address: 7300 College Boulevard, Suite 302

Overland Park, KS 66210

Director: Grant Behrman

Address: 7300 College Boulevard, Suite 302

Overland Park, KS 66210

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TALLAHASSEE, FLORIDA

**B. OFFICERS**

President: Richard P. Nespola

Address: 7300 College Boulevard, Suite 302

Overland Park, KS 66210

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Jacob Bayer

Address: 7300 College Boulevard, Suite 302, Overland Park, KS 66210

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Donald E. Klumb, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

**Addendum to Application by Foreign Corporation for Authorization to Transact  
Business in Florida.**

**12. Additional Directors:**

**William Mathes 7300 College Boulevard, Suite 302, Overland Park, KS  
66210**

**Frank Siskowski 7300 College Boulevard, Suite 302, Overland Park, KS  
66210**

**Roy Wilkens 7300 College Boulevard, Suite 302, Overland Park, KS  
66210**

**Robert Currey 7300 College Boulevard, Suite 302, Overland Park, KS  
66210**

**Additional Officers:**

**CFO, Donald E. Klumb, 7300 College Boulevards, Suite 302, Overland Park,  
KS 66210**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE**

ACCEPTANCE OF APPOINTMENT

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06 MAR -6 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

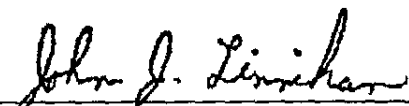
RE: **Cambridge Strategic Management Group, Inc.**

CT Corporation System  
1200 S. Pine Island Rd.  
Plantation, FL 33324

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 28, 2006

CT CORPORATION SYSTEM

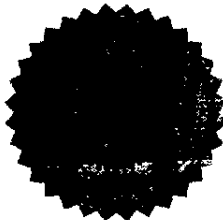
By   
John J. Linnihan, Asst. Vice President

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAMBRIDGE STRATEGIC MANAGEMENT GROUP, 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 FOURTEENTH DAY OF FEBRUARY, A.D. 2006.



3480907 8300

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4522980

DATE: 02-14-06