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TRANSMITTAL LETTER

**TO: Qualification/Tax Lien Section
Division of Corporations**

**900001712829
-02/13/96--01006--011
*****78.75 *****78.75**

SUBJECT: A-1 Temps, 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:

Thomas D. Harrington, Jr.

(Name of Person)

A-1 Temps, Inc.

(Firm/Company)

3710 Corporex Park Drive, Suite 300

(Address)

Tampa, FL 33619

(City/State/Zip)

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DIVISION OF CORPORATIONS
95 FEB 13 AM 9:31**

Should you need to call someone concerning this matter, please call:

Thomas D. Harrington, Jr.

(Name of Person)

at (800) 343-5099

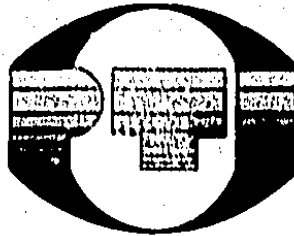
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



February 8, 1996

Qualification/Tax Lien Sec.
Division of Corporations
409 East Gaines Street
Tallahassee, FL 332399

Re: Application By A-1 Temps, Inc. (A Foreign Corporation) For
Authorization To Transact Business In Florida

To Whom It May Concern:

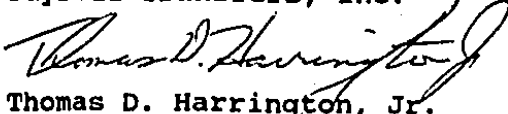
Enclosed for your review and approval is the following information
necessary to authorize A-1 Temps, Inc., a Georgia corporation, to
transact business in the state of Florida:

1. Transmittal letter.
2. Completed Application By Foreign Corporation For Authorization
To Transact Business In Florida.
3. A check payable to the Florida Department of State in the
amount of \$78.75 to pay the \$70.00 registration fee and the
\$8.75 fee for the certificate of status.
4. Good Standing Certificate from the Secretary of State of
Georgia for A-1 Temps, Inc.

If you have any questions or I can be of further assistance, please
do not hesitate to contact me.

Very truly yours,

Payroll Transfers, Inc.


Thomas D. Harrington, Jr.
General Counsel

TDH:dk
Encls.

cc: Mel Klinghoffer

VIA FEDERAL EXPRESS

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PAYROLL TRANSFERS INCORPORATED
3710 CORPOREX PARK DRIVE, SUITE 300
TAMPA, FLORIDA 33619

(813) 664-0404

Fax: (813) 621-6816

(800) 343-5099

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. A-1 Temps, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. 58-2217015
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 14, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. No business transacted in Florida to date.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3710 Corporex Park Drive, Suite 300

Tampa, FL 33619

(Current mailing address)

Temporary employment agency

8. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Mel Klinghoffer

3710 Corporex Park Drive, Suite 300

Office Address: _____

Tampa

, Florida,

33619

(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.


(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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Mel Klinghoffer
Address: 3710 Corporex Park Drive, Suite 300, Tampa, FL 33619
Vice Chairman: N/A
Address: N/A

Director: M. Marc Moore
Address: 3710 Corporex Park Drive, Suite 300
Tampa, FL 33619

Director: Irv Dupre
Address: 3710 Corporex Park Drive, Suite 300
Tampa, FL 33619

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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mel Klinghoffer
Address: 3710 Corporex Park Drive, Suite 300
Tampa, FL 33619

Vice President: N/A
Address: N/A

Secretary: M. Marc Moore
Address: 3710 Corporex Park Drive, Suite 300
Tampa, FL 33619

Treasurer: N/A
Address: N/A

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mel Klinghoffer - Chairman
(Typed or printed name and capacity of person signing application)

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960380777
CONTROL NUMBER : 9505857
DATE INC/AUTH/FILED : 02/14/1995
JURISDICTION : GEORGIA
PRINT DATE : 02/07/1996
FORM NUMBER : 0211

PAYROLL TRANSFERS, INCORPORATED
JAMES A. LANDAY
3710 CORPOREX PARK DRIVE/STE. 300
TAMPA, FL 33619

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CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

A-1 TEMPS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE