

Document Number Only

F96000000938

C T CORPORATION SYSTEM

Requester's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

700001723177
-02/23/96--01090--020
*****70.00 *****70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 23 PM 3:24

Attorneys Rec'd Jan, 20c 12 2/23

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 Limited Liability Company
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Amendment
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Merger
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 Other
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 Fictitious Name
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W.P. Verifier

2-23-96

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. ATTORNEYS PER DIEM, 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. Maryland 3. 52-1736703
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 26, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 16 South Calvert St., Baltimore, Maryland 21202
(Current mailing address)

8. temporary employment service
(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Derek E. Dewan _____

Address: 6440 Atlantic Blvd. _____
Jacksonville, Florida 32211 _____

Director: Stephen A. Hoffman _____

Address: 3701 Taylorsville Road, #1 _____
Louisville, Kentucky 40220 _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Michael D. Abney, Assistant Secretary

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

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
ATTORNEYS PER DIEM, INC.**

1. Derek E. Dewan, President
6440 Atlantic Blvd.
Jacksonville, Florida 32211
2. Laura B. Black, Vice President
16 South Calvert St., Suite 501
Baltimore, Maryland 21202
3. Mark D. Neumann, Vice President
16 South Calvert St., Suite 501
Baltimore, Maryland 21202
4. Stephen A. Hoffman, Secy/Treas
3701 Taylorsville Road, #1
Louisville, Kentucky 40220
5. Michael D. Abney, Asst Secy
6440 Atlantic Blvd.
Jacksonville, Florida 32211

STATE OF MARYLAND

423000

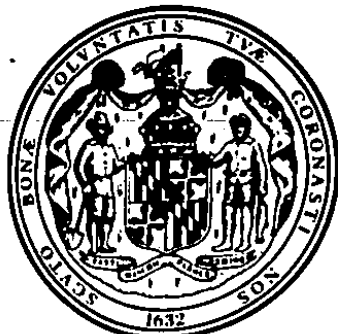
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ATTORNEYS PER DIEM, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 13TH DAY OF FEBRUARY, 1996.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

900001964149
-10/03/96--01071--005
*****35.00 *****35.00

CORPORATION(S) NAME

Attorneys Per Diem, Inc.
changed its name to:

Special Counsel, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Mail Out
- Amendment
- Dissolution/Withdrawal
- Photo Copies
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- Merger
- Mark
- Annual Report
- Reservation
- Other UCC Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

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Acknowledgment
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**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

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OCT - 3 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I (1-3 must be completed)

1. ATTORNEYA PER DIEM, INC.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Maryland
3. Date authorized to do business in Florida: February 23, 1996

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?

July 18, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

SPECIAL COUNSEL, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

no change

7. if the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change

Stephen A. Hoffmann
Signature

Name and Title

Stephen A. Hoffmann

October 1, 1996
Date

STATE OF MARYLAND

462099

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ARTICLES OF AMENDMENT OF ATTORNEYS PER DIEM, INC. CHANGING ITS NAME TO SPECIAL COUNSEL, INC. WERE RECEIVED AND APPROVED FOR RECORD BY THIS DEPARTMENT ON JULY 18, 1996.

I FURTHER CERTIFY THAT SPECIAL COUNSEL, INC. IS IN GOOD STANDING WITH THIS DEPARTMENT AT THE TIME OF THIS CERTIFICATE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 18TH DAY OF JULY, 1996.

Jacqueline C. James
JACQUELINE C JAMES
OFFICE SUPERVISOR I

F96000000938



ACCOUNT NO. : 072100000032

REFERENCE : 475265 8316A

AUTHORIZATION: *Patricia Pijet*
COST LIMIT : \$ 35.00

ORDER DATE : July 25, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 475265-030

800002252478--1

CUSTOMER NO: 8316A

CUSTOMER: Mr. Robert Calabro
Accustaff Incorporated
177 Crossways Park Drive

Woodbury, NY 11797

CHANGE OF AGENT

NAME: SPECIAL COUNSEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 30 PM 3:43

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CONTACT PERSON: Daniel W Leggett

corrected per

8/1
John R.A. Change

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Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of MARYLAND submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: SPECIAL COUNSEL, INC. P/O/A ATTORNEY FOR THE STATE

1b. Date of incorporation: 2/23/96 Document number _____

2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE PLANTATION FL

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
7/18/97
DATE

ROBERT CALABRO
VICE PRESIDENT-TAXES
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
Lisa G Mylligan
SIGNATURE By: [Signature]
ASST VICE PRESIDENT

DATE _____