

Document Number Only  
**F96000004678**

CP CORPORATION SYSTEM

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660 EAST JEFFERSON STREET

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Requestor's Name  
 TALLAHASSEE, FL 32301

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Address  
 222-1092

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City State Zip Phone

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**CORPORATION(S) NAME**

RECEIVED  
 SEP 13 1996  
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*Kelly Properties, Inc.*

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*d/b/a KSI Properties, Inc.*

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300001047098  
 -09/13/96--01042--006  
 \*\*\*\*\*400.00 \*\*\*\*\*400.00

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger	56 SEP 11 AM 11:11 SECRETARY OF STATE DIVISION OF CORPORATIONS	LR 9/12
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Mark		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of SA		
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> CUS	<input type="checkbox"/> Other		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30	56 SEP 11 PM 12:11 SECRETARY OF STATE DIVISION OF CORPORATIONS	9/12/96
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up		
<input type="checkbox"/> Mail Out				

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/11/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 11, 1996

C T CORPORATION SYSTEM

SUBJECT: KELLEY PROPERTIES, INC.  
Ref. Number: W96000019097

We have received your document for **KELLEY PROPERTIES, INC.** and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that **KELLEY PROPERTIES, INC.** has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1994, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is \$400.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 296A00042277

*Please backdate*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

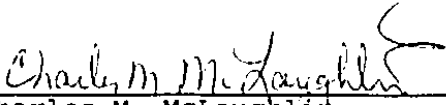
**CERTIFICATE**

I, Charles M. McLaughlin, hereby certify that I am the duly elected and qualified Assistant Secretary of Kelly Properties, Inc., a corporation organized and existing under the laws of the State of Michigan (the "Corporation"), and that the following resolutions were duly adopted by the Board of Directors of the Corporation by consent on September 9, 1996, in accordance with its charter and By-Laws, that said resolutions have not been amended, rescinded or revoked, are now in full force and effect, and in no way conflict with any of the provisions of the charter or By-Laws of the Corporation:

RESOLVED, that Kelly Properties, Inc., organized and existing in the State of Michigan, hereby adopts the name KSI Properties, Inc. for use in the State of Florida for all purposes; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the Corporation to do business with the State of Florida under the name of KSI Properties, Inc.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 9th day of September, 1996.

  
\_\_\_\_\_  
Charles M. McLaughlin  
Assistant Secretary

STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
SEP 11 11 59 AM '96

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACTION 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. Kelly Properties, 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. Michigan  
(State or country under the law of which it is incorporated)
3. 38-2964567  
(FEI number, if applicable)
4. November 15, 1990  
(Date of incorporation)
5. Perpetual  
(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. 999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084  
(Current mailing address)
8. See attached purpose clause  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
SEP 17 11:58

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

Sharon L. Gahlau, Asst. V.P.  
(Registered agent's signature) (Officer)

Sharon L. Gahlau, Asst. V.P.

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: Terence E. Adderley

Address: 999 W. Big Beaver Road, Suite 601

Troy, Michigan 48084

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

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

Director: Paul K. Gaiger

Address: 999 W. Big Beaver Road, Suite 601

Troy, Michigan 48084

Director: Eugene L. Hartwig

Address: 999 W. Big Beaver Road, Suite 601

Troy, Michigan 48084

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

14. Eugene L. Hartwig, 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  
KELLY PROPERTIES, INC.**

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1. Terence E. Adderley, Chairman of the Board & President  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
2. Robert G. Barranco, Senior Vice President, Operations  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
3. Paul K. Geiger, Sr. VP, Chf Financial Officer &  
Controller-Treas.  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
4. Eugene L. Hartwig, Sr. VP, General Counsel & Secretary  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
5. Robert E. Thompson, Sr. VP, Administration  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
6. Charles M. McLaughlin, Vice President, Asst. General  
Counsel & Asst. Secretary  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
7. Richard R. Widgren, Vice President, Finance  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084
8. Janice Gilbert, Assistant Secretary  
999 West Big Beaver Road, Suite 601  
Troy, Michigan 48084

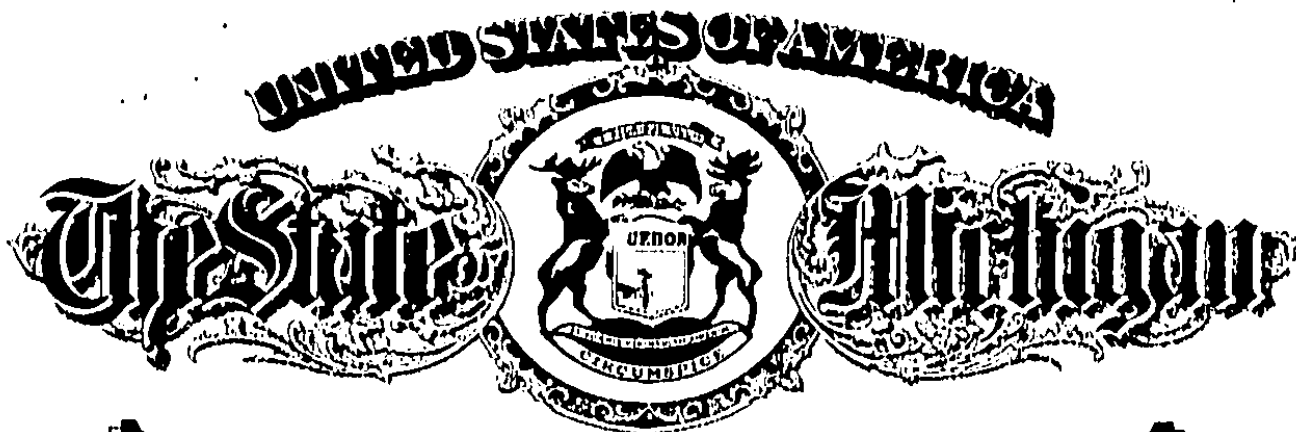
Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
Kelly Properties, Inc.**

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To hold, license, convey, and/or dispose of right, title or interest in real, personal and intangible property related to the operations of Kelly Services, Inc. and its affiliates and subsidiaries and any other activity for which corporations may transact business in the state of Florida.





Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

**KELLY PROPERTIES, INC.**

was incorporated on November 15, 1990, as a Michigan profit corporation, and said corporation is in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

96 SEP 11 11:58  
FILED STATE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of September, 1996.

*Carl L. For*, Director

Corporation, Securities and Land Development Bureau