

F97000006072

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: International Personnel Resources, Ltd.
(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:

wa7-25761

Mr. Jeetesh Mistry
(Name of Person)

International Personnel Resources, Ltd.
(Firm/Company)

1655 Phoenix Blvd., suite 4
(Address)

College Park, GA 30349
(City/State/Zip)

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-11/17/97--01044--002
*****70.00 *****70.00

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 DIVISION OF CORPORATIONS
 97 NOV 17 AM 3:59
 WC
 11/17

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

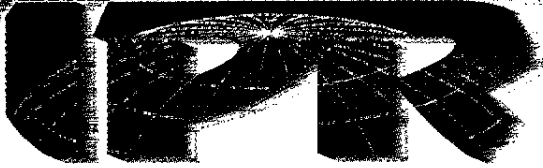
Gordon Berger at (770) 218-6646
(Name of Person) (Area Code & Daytime Telephone Number)

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



November 14, 1997

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

To whom it may concern:

Documentation was submitted to your office last week which was incomplete . This is the corrected information and the required check is inclosed. Should you have any questions concerning this information please contact me at 1-800-215-0709 or 770 997-1995 ext. 302.

Sincerely,
International Personnel Resources, Ltd.

*added "Incorporated"
per Mr. Holden via
phone 11/17*

A large, handwritten signature in black ink, appearing to read 'Joseph C. Holden Jr.', is written over the typed name and title.

Joseph C. Holden Jr.
Executive Vice President & Chief Operating Officer

JCH/ta

Corporate Headquarters
1655 Phoenix Boulevard, Suite 4 • Atlanta, Georgia 30349
770-997-1995 • 800-215-0709 • Fax 770-997-3644



ATLANTA • AUGUSTA • COLUMBUS • CUMMING • MACON • SAVANNAH



**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. International Personnel Resources Ltd. INCORPORATED
(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. 58-2120397
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/25/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. no business transacted yet.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1655 Phoenix Boulevard, Suite 4
College Park, GA 30249
(Current mailing address)

8. STAFF Leasing Company
(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)

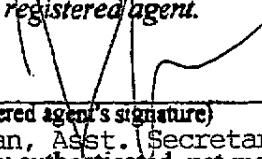
Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.

plantation, 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.


(Registered agent's signature)
Jennifer Aultman, Asst. Secretary

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: Robert P. Holtsford
Address: 2787 Landsdowne Lane
Atlanta, GA 30339

Vice Chairman: Valerie Boyd
Address: 15041 North
Naples, FL 34102

Director: _____
Address: _____

Director: _____
Address: _____

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

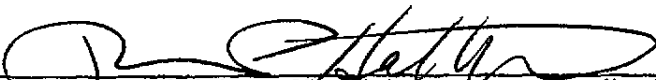
President: Robert P. Holtsford
Address: 2787 Landsdowe Lane
Atlanta, GA 30339

Vice President: Valerie Boyd
Address: 15041 North
Naples, FL 34102

Secretary: Joseph C. Holden, Jr.
Address: 1779 Salina Drive
Jonesboro, GA 30236

Treasurer: Jeetish Mistry
Address: 5756 Shoal Creek Drive
Douglasville, GA 30135

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. Robert P. Holtsford
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 973110500
CONTROL NUMBER : 9413902
DATE INC/AUTH/FILED: 05/31/1994
JURISDICTION : GEORGIA
PRINT DATE : 11/07/1997
FORM NUMBER : 211

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GORDON BERGER
1850 PARKWAY PLACE, STE 420
MARIETTA GA 30067

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**INTERNATIONAL PERSONNEL RESOURCES, LTD.
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

