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C T CORPORATION SYSTEM

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CORPORATION(S) NAME

A.AA Staffing, Ltd.

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11/5/99

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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1. AAA Staffing, Ltd. (Name of limited partnership as it is in the home state)

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas (State of Formation) 4. January 12, 1998 (Date of Formation)

5. C T Corporation System (Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road (Street Address of Registered Office)

Plantation, Florida 33324 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Victor Alfano (Signature)

Victor Alfano/Asst. Secretary (Agent must sign on this line)

8. 3118 Richmond Ave., Suite 200, Houston, Texas 77098

(Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: AAA Management Company, 908 Town & Country, Suite 120. Row 2: 248603, Houston, Texas 77024.

10. 3118 Richmond Ave. Suite 200, Houston, Texas 77098 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 908 Town & Country, Suite 120, Houston, Texas 77024

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 26 day of October, 19 99

Elizabeth O'Connell

Elizabeth O'Connell, President of AAA Management Company
General Partner

STATE OF TEXAS

COUNTY OF HARRIS

On this 26 day of October, 19 99

Elizabeth O'Connell personally appeared before me,

who is personally known to me

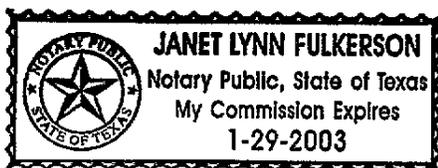
whose identity I proved on the basis of her Texas Drivers License Number

Janet Fulkerson
(Notary Public Signature)

Janet Fulkerson
(Notary's Printed Name)

Seal

My Commission Expires: 1-29-2003



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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**

BEFORE ME, the undersigned personally appeared, Elizabeth A. O'Connell, President of AAA Management Company the general partner of AAA Staffing, Ltd., a Texas limited partnership, herein after referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 74,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

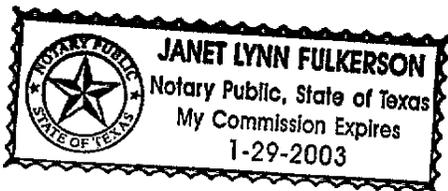
Signed this 26 day of October, 1999.

By: *Elizabeth O'Connell*
Elizabeth O'Connell, President of
AAA Management Company,
General Partner

STATE OF TEXAS

COUNTY OF HARRIS

On this 26 day of October, 1999, Elizabeth O'Connell, personally appeared before me, whose identity I proved on the basis of her Texas Divers License Number 18458869.



Janet Fulkerson
Notary Public In and For the State of Texas

Janet Fulkerson
Notary's Printed Name

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