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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072I000000032

REFERENCE : 415393 4300608

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : October 15, 1999

ORDER TIME : 4:27 PM

ORDER NO. : 415393-010

CUSTOMER NO: 4300608

3000003020413--2

CUSTOMER: Ms. Hilary S. Geier
Frankfurt, Garbus, Klein &
488 Madison Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: DYNACS INC

INC.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB -1 PM 4:11

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

BK

2/1/00

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53 OCT 21 AM 9:35
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 21, 1999

JANINE LAZZARINI
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: DYNACS INC
Ref. Number: W99000024291

Conflict

J1934

00 FEB 17 PM 4:11
DIVISION OF CORPORATIONS
SECRETARY OF STATE

We have received your document for DYNACS INC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 899A00050762

WANTS TO

sandy

LOOK IN

2/1/20

FAXED

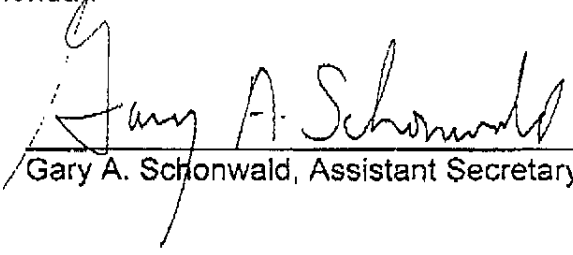
cert

DYNACS INC.

Gary A. Schonwald, Assistant Secretary of Dynacs Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation adopted at a special meeting held on the 31st day of January, 2000.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name **DYNACS WORLDWIDE, INC.** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and,

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida".



Gary A. Schonwald, Assistant Secretary

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

Chairman: Ramendra P. Singh

Address: 35111 U.S. Highway 19 North, Suite 300

Palm Harbor, Florida 34684

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Ramendra P. Singh

Address: 35111 U.S. Highway 19 North, Suite 300

Palm Harbor, Florida 34684

Vice President: _____

Address: _____

Secretary: Ravi Venugopal

Address: 35111 U.S. Highway 19 North, Suite 300

Palm Harbor, Florida 34684

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. _____

Ramendra P. Singh, President

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

FILED
CLERK OF DISTRICT COURT
00 FEB -1 PM 4:11
CORPORATIONS

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DYNACS INC" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOW BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB - 11 PM 4:11



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0028192

10-15-99

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