



THE UNITED STATES
CORPORATION
COMPANY

F00000000965

ACCOUNT NO. : 072100000032

REFERENCE : 550158 7194431

AUTHORIZATION :

Patricia Kyzeth

COST LIMIT : \$ 70.00

ORDER DATE : February 22, 2000

ORDER TIME : 2:47 PM

ORDER NO. : 550158-025

000003143700--7

CUSTOMER NO: 7194431

CUSTOMER: Mr. Richard Ives
Cross Country Staffing, Inc.
Suite 200
6551 Park Of Commerce Blvd, Nw
Boca Raton, FL 33431-0828

FOREIGN FILINGS

NAME: CC STAFFING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-Tanisha Green

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DIVISION OF OPERATIONS
TALLAHASSEE, FLORIDA

B/K
2/22/00

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. CC STAFFING, 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. Delaware
(State or country under the law of which it is incorporated)

3. 65-0969472
(FEI number, if applicable)

4. December 14, 1999
(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 817.155, F.S.)

7. Suite 200, 6551 PARK OF COMMERCE BLVD., NW
BOCA RATON, FL 33487
(Current mailing address)

See Attached Rider 1

8.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Laura R. Dunlap
(Registered agent's signature)

Laura R. Dunlap, Assistant Vice President

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: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

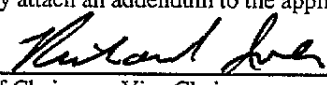
Secretary: _____

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. RICHARD IVES, Secretary
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

CC STAFFING, INC.

List of Officers

Name: EMIL HENSEL Title: PRESIDENT
Bus. Addr.: 6551 PARK OF COMMERCE BLVD.,NW, BOCA RATON, FL 33487

Name: RICHARD IVES Title: SECRETARY
Bus. Addr.: 6551 PARK OF COMMERCE BLDV.,NW, BOCA RATON, FL 33487

Name: DANIEL LEWIS Title: TREASURER
Bus. Addr.: 6551 PARK OF COMMERCE BLVD.,NW, BOCA RATON, FL 33487

Name: VICKIE ANENBERG Title: VICE PRESIDENT
Bus. Addr.: 6551 PARK OF COMMERCE BLVD.,NW, BOCA RATON, FL 33487

List of Directors

Name: THOMAS DIRCKS Term:
Bus. Addr.: c/o CHARTERHOUSE GROUP INTERNATIONAL, INC. 535 MADISON AVENUE, NEW YORK, NY 10022

Name: LORI LIVERS Term:
Bus. Addr.: c/o CHARTERHOUSE GROUP INTERNATIONAL, INC. 535 MADISON AVENUE, NEW YORK, NY 10022

Name: PHYLLIS HABERMAN Term:
Bus. Addr.: c/o CHARTERHOUSE GROUP INTERNATIONAL, INC. 535 MADISON AVENUE, NEW YORK, NY 10022

Name: KAREN BECHTEL Term:
Bus. Addr.: c/o MORGAN STANLEY DEAN WITTER 1221 AVENUE OF THE AMERICAS, NEW YORK, NY 10020

Name: ELIZABETH A. CRAIN Term:
Bus. Addr.: c/o MORGAN STANLEY DEAN WITTER 1221 AVENUE OF THE AMERICAS, NEW YORK, NY 10020

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RIDER 1

AR-Application for Certificate of Authority

CC STAFFING, INC.

Recruit healthcare professionals to fill positions place with Cross Country Staffing, Inc. by healthcare facility clients. To engage in any act or activity for which corporations may be organized.

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COMMUNICATIONS

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CC STAFFING, 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 FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3142245 8300

AUTHENTICATION: 0259330

001076612

DATE: 02-15-00