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ZDARSKY, SAWICKI & AGOSTINELLI

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404 CATHEDRAL PLACE

298 MAIN STREET

BUFFALO, N.Y. 14202

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PATRICK A. DUDLEY
THOMAS P. FITCH

May 9, 2000

Qualification/Taxing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800003250738--8
-05/12/00--01086--001
*****87.50 *****87.50

w -12830

Re: CPSI of Florida, Inc.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, a Certificate of Existence, and a check in the amount of \$87.50 which are being submitted to register the above referenced foreign corporation to transact business in Florida. The enclosed check should cover the filing fee, a certificate of status and a certified copy. Please return all correspondence concerning this matter to the following:

Zdarsky, Sawicki & Agostinelli
404 Cathedral Place
298 Main Street
Buffalo, New York 14202
Attn: Thomas P. Fitch, Esq.

Should you need to call someone concerning this matter, please contact the undersigned at (716) 855-3200. Thank you for your assistance in this matter.

Very truly yours,

ZDARSKY, SAWICKI & AGOSTINELLI

Thomas P. Fitch

TPF:kab
Enclosures

cc: Keith Montgomery (w/o encls.)

00 JUN 13 PM 2:24
FBI
REC'D
TALLAHASSEE

mtm

6/15



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 17, 2000

ZDARSKY, SAWICKI & AGOSTINELLI
298 MAIN STREET
ATTN: THOMAS P FITCH
BUFFALO, NY 14202

SUBJECT: CPSI OF FLORIDA, INC.
Ref. Number: W00000012830

We have received your document for CPSI OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 600A00027820

00 JUN 13 PM 3:03
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CPSI OF FLORIDA, INC.

CPSI OF FLORIDA, INC., a corporation organized and existing under and by virtue of the general corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That upon unanimous written consent of the Board of Directors and shareholders of said corporation, the following resolution was duly adopted:

RESOLVED, that the Board of Directors, and the shareholders, hereby declare it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:


"The name of this corporation shall be:

COMPUTER STAFFING SOLUTIONS, INC."

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH. That the capital of said Corporation shall not be reduced under or by reason of said amendment.



Keith Montgomery, President

**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. CPSI of Florida, 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 3. 59-3632412
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/8/2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 10, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. CPSI of Florida, Inc.
31790 U.S. Highway 19 North, Suite 119
(Current mailing address)
Palm Harbor, Florida 34684

8. Supplying computer professionals on a temp basis
(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: Keith Montgomery

Office Address: 31790 U.S. Highway 19 North, Suite 119

Palm Harbor, Florida, 34684
(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.

CPSI of Florida, Inc.

By: [Signature]

(Registered agent's signature)

Keith Montgomery, 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)

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

Chairman: Keith Montgomery

Address: 31790 U.S. Highway 19 North, Suite 119

Palm Harbor, Florida 34684

Vice Chairman: Otis Montgomery IV

Address: 700 28th Street North

St. Petersburg, FL 33713

Director: Geoffrey Montgomery

Address: 15 Daniels Street

Seneca Falls, NY 13148

Director: _____

Address: _____

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

President: Keith Montgomery

Address: 31790 U.S. Highway 19 North, Suite 119

Palm Harbor, Florida 34684

Vice President: Geoffrey Montgomery

Address: 15 Daniels Street

Seneca Falls, NY 13148

Secretary: Otis Montgomery IV

Address: 700 28th Street North

St. Petersburg, FL 33713

Treasurer: Keith Montgomery

Address: 31790 U.S. Highway 19 North, Suite 119

Palm Harbor, FL 34684

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. Keith Montgomery, President & Chairman

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

RECEIVED
JUL 19 11 21 AM
TALMADGE COUNTY

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CPSI OF FLORIDA, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
00 JUL 13 PM 2:26
SECRETARY OF STATE
WILMINGTON, DELAWARE



Edward J. Freel
Edward J. Freel, Secretary of State

3190780 8100

001119820

AUTHENTICATION:

0305263

DATE:

03-09-00