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August 1, 2000

VIA FEDERAL EXPRESS

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700003346247-7

-08/04/00--01047--001

*****70.00 *****70.00

Re: HRxcel, Inc. Certificate of Authority

Dear Sir or Madam:

Enclosed please find one (1) original Florida Application for Certificate of Authority to do Business regarding HRxcel, Inc. for filing in your office.

In addition, we have enclosed one check in the amount of \$70.00 to cover the requisite filing fee.

Please forward us a copy of the date-stamped original in the enclosed self-addressed envelope.

Thank you for your assistance with this matter. Please contact me at (704) 343-2273 if you have any questions regarding this matter.

Very truly yours,

Maggie Backer

Maggie Backer
Corporate Legal Assistant

FILED
AUG 4 PM 7:58
TALLAHASSEE
FLORIDA

mt
8/8

mab

cc: David Paulson, Esq.

Enclosures

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. HRxcel, 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. Georgia

(State or country under the law of which it is incorporated)

3. 58-2536876

(FEI number, if applicable)

4. April 10, 2000

(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. 6 Lakepoint Plaza, 2725 Water Ridge Dr., Suite 300, Charlotte, North
Carolina 28217

(Current mailing address)

8. See attached purpose clause

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature (Officer))

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. OFFICERS

President: See attached list of officers

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. Barbara Sheridan
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Barbara Sheridan, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLA.

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
HRxcel, Inc.**

Provide Human Resources Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT A

DIRECTORS:

Todd D. Wiebusch
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Barbara Sheridan
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Steve Sodel
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Mike Brown
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

OFFICERS:

Todd D. Wiebusch, President
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Alan Campbell, Chief Financial Officer and Treasurer
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Mike Brown, Executive Vice President
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Barbara Sheridan, Vice President
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

Phyllis E. Hobbs, Secretary
6 Lakepoint Plaza
2725 Water Ridge Drive
Charlotte, NC 28217

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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CONTROL NUMBER : 0016349
DATE INC/AUTH/FILED: 04/10/2000
JURISDICTION : GEORGIA
PRINT DATE : 07/31/2000
FORM NUMBER : 211

C T CORPORATION SYSTEM
JEAN STEVENS
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

HRXCEL, INC.
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.



Cathy Cox

Cathy Cox
Secretary of State