

CT CORPORATION SYSTEM

F00000007053

CORPORATION(S) NAME

E3 Group, Inc.

600003508766--1

-12/20/00--01055--001

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

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
00 DEC 20 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 DEC 20 AM 11:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/20/00

Order#: 3473228

Ref#: _____

Amount: \$ _____

5

BK
12/20

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. E3 Group, 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. Texas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 29, 1993 5. perpetual
(Date of incorporation) (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. 14881 Ouprum Dr., Ste. 900
Dallas, Texas 75240-6789
(Current mailing address)
8. To engage in any lawful activity as recognized by Florida Statutes as well as activities incidental to employee leasing.
(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: CT Corporation System
- Office Address: 1200 South Pine Island Road
- Plantation, Florida, 33324
(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.

CT Corporation System

Rand A. Shelly
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

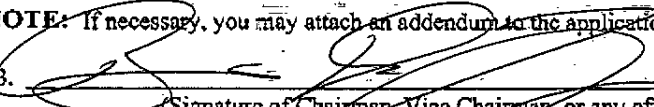
Address: _____

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. *Executive Vice President & General Counsel* _____*BRIAN D LAFVING*
(Typed or printed name and capacity of person signing application)

E3 GROUP, INC.		Texas Inc 12/93 SIC 7363	
14881 Quorum Drive #900		TX Staff Leasing License SLSRVC00000168	
Dallas, TX 75240-6781		Duns # 94-760-5010	
(972) 789-3950		100,000 shares Class A @ .01 - All issued	
Fed ID 75-2516060		Purpose: Texas-Licensed Professional	
		Employer Organization with limited employees outside state of Texas.	
President	Randy Evans		35% owner
C.E.O.	455-92-7677		
	15111 Meandering Place		
	Dallas, TX 75248		
	(972) 239-8780		
	Birthdate 9/18/51		
Exec V.P.	James S. Childress		
C.O.O.	451-80-4014		
Treasurer	2210 Cedar Circle		
	Carrollton, TX 75006		
	(972) 416-3468		
	Birthdate 4/12/47		
Exec V.P.	Stephen L. Harris		25% owner
	454-23-5910		
	6604 Gretchen Lane		
	Dallas, TX 75252		
	(972) 596-6354		
	Birthdate 4/3/59		
Sr V.P.	Jim R. McCord		
C.I.O.	463-80-9244		
	P. O. Box 353		
	Addison, TX 75001-0353		
	(972) 735-8810		
	Birthdate 5/27/52		
Exec V.P.	Brian D. Lafving		
Gen Counsel	458-02-2439		
Secretary	6807 Southpoint		
	Dallas, TX 75248		
	(972) 248-9164		
	Birthdate 3/31/53		
VP Finance	Roger T. Marks		
	361-34-7381		
	6643 Marlin Drive		
	Plano, TX 75023		
	(972) 517-1705		
	Birthdate 2/28/43		

FILED
DEC 20 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

FILED
00 DEC 20 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

E3 GROUP, INC.
File No. 1295670-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on December 15, 2000.*



Elton Bomer
Secretary of State

DAE