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AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
01 JAN -2 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 29, 2000

ORDER TIME : 10:40 AM

ORDER NO. : 949289-010

CUSTOMER NO: 4300043

600003518126--6

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: FLEX STAFF INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
01 JAN -2 PM 11:24
DIVISION OF CONFIDENTIALITY

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

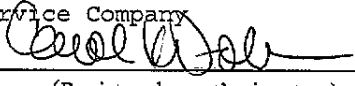
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Flex Staff 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. Application Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 22, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 6551 Park of Commerce Blvd, Suite 200, Boca Raton, FL 33487
(Principal office address)
6551 Park of Commerce Blvd, Suite 200, Boca Raton, FL 33487
(Current mailing address)
8. Per Diem Staffing
(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
(City) (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


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider Attachment #1

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider Attachment #1

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

14. Stephen W. Rubin, Assistant Secretary

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

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TALLAHASSEE, FLORIDA

Attachment #1

FLEX STAFF INC.

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TALLAHASSEE, FLORIDA

Officers:

Name	Title	Business Address
Emil Hensel	President & Chief Executive	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Jonathan Ward	Vice President	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Daniel Lewis	Treasurer	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Richard Ives	Secretary	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Stephen W. Rubin	Assistant Secretary	1585 Broadway, 22nd Floor New York, NY 10036

Directors:

Name	Business Address
Lori Livers	535 Madison Avenue New York, NY 10022-4299
Taylor Cole	535 Madison Avenue New York, NY 10022-4299
Charles Patten	1221 Avenue of the Americas New York, NY 10020
Jonathan Ward	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE
DELAWARE, DO HEREBY CERTIFY "FLEX STAFF 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 TWENTY-SECOND DAY OF
DECEMBER, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3334912 8300

AUTHENTICATION: 0875575

001646827

DATE: 12-22-00