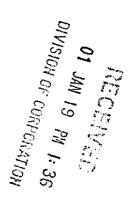
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CORPORATION(S) NAME

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

My



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.

		arom aboo		TNIC			ً مند	>	
1.		ALENT TREE pration; must include			"COMPANY	ም " ርረርው ውርው ልጥ	(ONE)		
		viations of like impo							•
		or partnership if not				-	70.7	JO 5	
	_					- _	35	(0, 12)	
2.		aware			Applied		5.	<u>ښې</u>	
	(State or count	ry under the law of	which it is incorpora	ited)		(FEI number, if ap	plicable)	FILE ST.	_
4.	Nove	mber 14, 20	000	5.	Perpet	ual		By C	,
	(Dat	te of incorporation)		(I	Ouration: Yea	r corp. will cease t	o exist or "pe	rpetual")	
	Upon	Qualificat	cion						
	(Date first transa	acted business in Flo	orida. If corporation	has not tran	sacted busine	ss in Florida, inser	rt "upon quali	fication.")	
			(SEE SECTIONS 6	07.1501, 60	7.1502 and 81	(7.155, F.S.)			
7.	9703 Ri	chmond Aver	nue, Housto	n, TX	77042				
			(Principal of	fice address))				
	9703 Ri	chmond Aver	nue, Housto	n, TX	77042				
			(Current mai	ling address))				
8.		tion of all							
	(Purpose	(s) of corporation au	thorized in home st	ate or countr	y to be carrie	d out in state of Flo	orida)		
9.	Name and sti	reet address of Fl	lorida registered	agent: (P.	O. Box or M	ail Drop Box NO	OT acceptab	le)	
			_						
	Name:	C T Corpor	ration Syst	em			•	-	
O	ffice Address:	660 East J	Jefferson S	treet					
-				·		22201			-
			e		_, Florida_	(Zip code)			
		(Ci	ity)			(Zip code)			
10). Registered :	agent's acceptant	te:						
		med as registered		pt service e	of process fo	r the above state	ed corporati	on at the pla	ce
de	signated in th	is application, I h	ereby accept the a	ppointmen	t as register	ed agent and agi	ree to act in	this capacity	
		comply with the p						ance of my	
du	ities, and I am	familiar with and			y position as	s registerea agen	it.		
		c y	Corporation	system					
		<i>[]</i>	1.						
	-	- oun				1. =		-	-
		E.A. Wallace	_ (Registered a	gent's signa	ture) Ass	s't Secretar	7		

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. DIRECTO	
Chairman:	
Address:	
	Est o in
Vice Chairman:	
Address:	9 5 5 5 S
Director:	Vincent E. Cook
Address:	9703 Richmond Avenue, Houston, TX 77042
Director:	
Address:	
B. OFFICER	es e
President:	Vincent E. Cook
Address:	9703 Richmond Avenue
	Houston, TX 77042
	R. Douglas Parker (Vice President, CFO, Asst. Secretary)
Address:	9703 Richmond Avenue
	Houston, TX 77042
Secretary:	Samuel S. Crocker (Vice Presient, Secretary, General Counsel
Address:	9703 Richmond Avenue, Houston, TX 77042
Treasurer:	
Address:	
X	cessary, you may attach an addendum to the application listing additional officers and/or directors.
13. <u>/ du</u>	(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. SAM	
	(Typed or printed name and capacity of person signing application)

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALENT TREE OF TEXAS, 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 EIGHTEENTH DAY OF JANUARY, A.D. 2001.

JANUARY, A.D. 2001.

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



3316056 8300

Harriet Smith Windsor

Secretary of State

AUTHENTICATION: 0922727

010029322 DATE: 01-18-01