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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

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SECRETARY OF STATE
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FOREIGN PROFIT QUALIFICATION

Adecco MC, Inc.

Certificate of Status	0
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

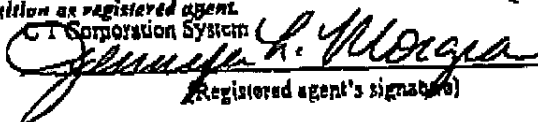
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Adecco MC, 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
(State or country under the law of which it is incorporated)
3. 94-3289210
(FEI number, if applicable)
4. 12/17/97
(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. 175 Broad Hollow Road, Melville, NY 11747
(Current mailing address)
8. To engage in any lawful act or activity for which corporations are organized.
(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



(Registered agent's signature)

Jennifer L. Morgan
CT Corporation System
Assistant Secretary

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)
FL019 - 9/2/99 CT System Online

BLUMBERGEXCELSIOR
62 WHITE ST., NY, NY 10013
800-221-2971 X575

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: See attached list

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. _____

Diana R. Karabelas - Assistant Secretary

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

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ADECCO MC, INC.
(Delaware)

DIRECTORS

Debbie Pond-Heide	-	175 Broad Hollow Road Melville, NY 11747
Mark R. Eaton	-	175 Broad Hollow Road Melville, NY 11747
Harvey Smalheiser	-	175 Broad Hollow Road Melville, NY 11747
Jyrl Washington	-	175 Broad Hollow Road Melville, NY 11747

OFFICERS

Debbie Pond-Heide	President	175 Broad Hollow Road Melville, NY 11747
Mark R. Eaton	Chief Financial Officer	175 Broad Hollow Road Melville, NY 11747
Maureen M. Grippa	Treasurer	175 Broad Hollow Road Melville, NY 11747
Harvey Smalheiser	Vice President of Taxation	175 Broad Hollow Road Melville, NY 11747
Jyrl Washington	Vice President, General Counsel & Secretary	175 Broad Hollow Road Melville, NY 11747
Diana R. Karabelas	Assistant Secretary	175 Broad Hollow Road Melville, NY 11747

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADECCO MC, 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 JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADECCO MC, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 PM 5:00

LUMBERGEXCELSIOR
2 WHITE ST., NY, NY 10013
00-221-2971 X575



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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010032893

AUTHENTICATION: 0927187

DATE: 01-22-01

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