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Moore & Van Allen

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February 2, 2001

Moore & Van Allen PLLC

Suite 800
2200 West Main Street
Post Office Box 3843
Durham, NC 27702-3843

VIA FEDERAL EXPRESS

Division of Corporations
ATTN: Certification Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: ED Resource, Inc.

000003634190--7
-02/05/01--01156--006
*****87.50 *****87.50

Dear Sir or Madam:


In connection with the above entity, enclosed you will find the following documents:

1. Transmittal Letter;
2. Original and one copy of Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Existence as issued by the Alabama Secretary of State; and
4. Moore & Van Allen PLLC check in the amount of \$87.50 to cover the filing Certificate of Status and certified copy fee.

If there is a problem with this filing, please call me collect at (919) 286-8057. Otherwise, once the documents have been duly filed, please return the requested documentation to me in the enclosed Federal Express Return envelope.

Very truly yours,

MOORE & VAN ALLEN, PLLC


Melody Adams

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ED Resource, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Melody Adams
(Name of Person)
Moore & Van Allen, PLLC
(Firm/Company)
Post Office Box 3843
(Address)
Durham, North Carolina 27702
(City/State and Zip code)

For further information concerning this matter, please call:

Melody Adams at (919) 286-8057
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. ED Resource, 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. Alabama 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 20, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 29, 2000
(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. 2828 Croasdaile Drive
(Principal office address)
Durham, North Carolina 27705
(Current mailing address)

8. To recruit, place and manage professional healthcare providers in healthcare facilities and institutions.
(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: Jeffrey Schillinger

Office Address: 1001 Ives Dairy Road, Suite 206
N. Miami Beach, Florida 33179
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Jeffrey Schillinger
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David Schillinger Jeffrey Schillinger

Address: 1001 Ives Dairy Road, Suite 206 1001 Ives Dairy Road, Suite 206
N. Miami Beach, Florida 33179 N. Miami Beach, Florida 33179

Director: Anita S. Wegner

Address: 1001 Ives Dairy Road, Suite 206
N. Miami Beach, Florida 33179

B. OFFICERS

President: David Schillinger

Address: 1001 Ives Dairy Road, Suite 206
N. Miami Beach, Florida 33179

Vice President: Jeffrey Schillinger

Address: 1001 Ives Dairy Road, Suite 206
N. Miami Beach, Florida 33179

Secretary: Anita S. Wegner

Address: 1001 Ives Dairy Road, Suite 206, N. Miami Beach, Florida 33179

Treasurer: Anita S. Wegner

Address: 1001 Ives Dairy Road, Suite 206, N. Miami Beach, Florida 33179

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Anita S. Wegner
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

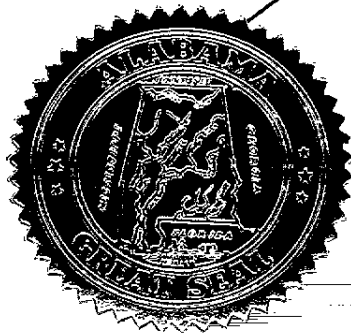
14. Anita S. Wegner, Director/Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that ED Resource, Inc. incorporated in Shelby County, Birmingham, Alabama on November 20, 1997. I further certify that the records do not disclose that said ED Resource, Inc. has been dissolved.

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TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 11, 2001

Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State