

CT CORPORATION SYSTEM

F010000001450

CORPORATION(S) NAME

CPE PEO Inc.

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FILED
01 MAR 16 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400003856354--6

-03/16/01--01086--019

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

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
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<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	
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<input type="checkbox"/> Mail Out		

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

3/15/01

Order#: 3436487

Ref#: _____

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

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DIVISION OF CORPORATION

3/16

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

1. CPE PEO, 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. California

(State or country under the law of which it is incorporated)

3. 95-3735141

(FEI number, if applicable)

4. 05/21/1982

(Date of incorporation)

5. Perpetual

(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. 9200 Sunset Boulevard, S-1100, West Hollywood, CA 90069

(Principal office address)

same

(Current mailing address)

Staff Leasing

8. _____

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.

By: _____

C T Corporation System

TARA COFER
Special Assistant Secretary

(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 ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

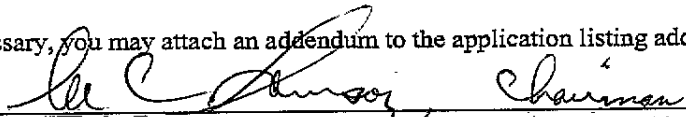
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

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

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

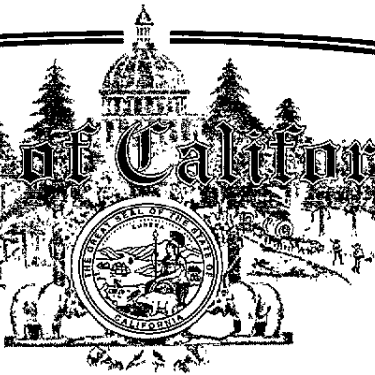
Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
CPE PEO Inc.**

1. Lee C. Samson, Chairman of the Board
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069
2. Lawrence E. Feigen, President
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069
3. Harold Walt, Chief Financial Officer
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069
4. Christine Houser, Secretary
9200 Sunset Boulevard, S-1100
West Hollywood, California 90069

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **28TH day of MAY, 1982, CPE PEO, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

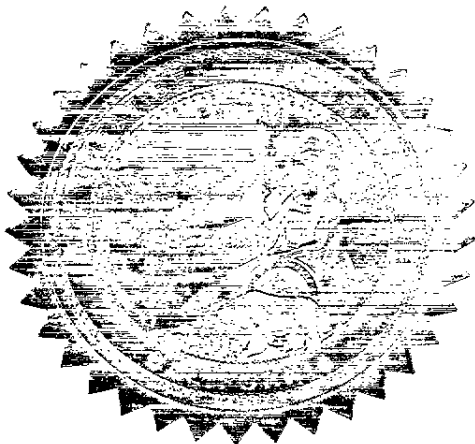
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 14, 2001.



Bill Jones
BILL JONES
Secretary of State