



FO10000002494

ACCOUNT NO. : 072100000032

REFERENCE : 139490 4300043

AUTHORIZATION

COST LIMIT : \$ 78.75

Patricia Piacente

ORDER DATE : May 4, 2001

ORDER TIME : 12:17 PM

ORDER NO. : 139490-005

CUSTOMER NO: 4300043

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

New York, NY 10036-8299

900004137019--9

01 MAY - 4 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 4, 2001
4:50 PM

NAME: QUALIFICATION
 KNOWLEDGE
 SUFFICIENCY

FOREIGN FILINGS

E-STAFF, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris

Secretary of State

May 8, 2001

SUSIE KNIGHT
CSC
TALLAHASSEE, FL

SUBJECT: E-STAFF, INC.
Ref. Number: W01000010353

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

We have received your document for E-STAFF, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kahr
Corporate Specialist

Letter Number: 101A00027509

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01 MAY -8 PM 12:27
DIVISION OF CORPORATIONS

01 MAY 2001
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TALLAHASSEE, FLA. 07
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RESOLUTION OF BOARD OF DIRECTORS

Stephen W. Rubin, Secretary of E-Staff, Inc., a corporation duly organized under the laws of the State of Delaware (the "Corporation"), does hereby certify that this Resolution of the Board of Directors of the Corporation, was duly adopted at a special meeting held on the 30th day of April, 2001.

RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors have been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopts the name E-Staff of Delaware, Inc. for use in transacting business in the State of Florida, and be it further

RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority to transact business in the State of Florida.

Dated: April 30, 2001



Name: Stephen W. Rubin
Title: Secretary

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

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TALLAHASSEE, FLORIDA
STATE OF FLORIDA
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1. E-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

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

52-2258634

(FEI number, if applicable)

4. JULY 13, 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. 3701 MARKET STREET, SUITE 240, PHILADELPHIA, PA 19104

(Principal office address)

3701 MARKET STREET, SUITE 240, PHILADELPHIA, PA 19104

(Current mailing address)

8. SOFTWARE DEVELOPMENT

(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

Patricia P. Smith

(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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. SCW/R

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

14. Stephen W. Rubin, Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment #1

E-STAFF, INC.

Officers:

Name	Title	Business Address
Annette M. Gardner	President	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Joseph A. Boshart	Vice President	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Emil Hensel	Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487
Stephen W. Rubin	Secretary	1585 Broadway, 22nd Floor New York, NY 10036
Richard Ives	Assistant Secretary	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487

Directors:

Name	Business Address
Lori Livers	535 Madison Avenue New York, NY 10022-4299
Thomas C. Dircks	535 Madison Avenue New York, NY 10022-4299
Fazole Husain	1221 Avenue of the Americas New York, NY 10020
Annette M. Gardner	6551 Park of Commerce Blvd., NW#200 Boca Raton, FL 33487

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E-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 FIRST DAY OF MAY, A.D. 2001.

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

FILED
01 MAY -4 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State