

CT CORPORATION SYSTEM

F01000004585

CORPORATION(S) NAME

ASR Acquisition, Inc.

FILED
01 AUG 29 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

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|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <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 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | |

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DIVISION OF CORPORATION

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

8/29/01

MS

Order#: 4673591
300004561863--1
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*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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TALLAHASSEE, 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. ASR Acquisition, 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. 75-2841776
(FEI number, if applicable)
- 4. September 29, 1999
(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. 2100 McKinney Avenue, Ste. 1700, Dallas, TX 75201
(Current mailing address)

8. professional employer organization
(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, 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.

C T Corporation System
Maria Ozaeta
(Registered agent's signature)
Maria Ozaeta
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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: see attachment

Address: _____

Vice President: _____

Address: _____

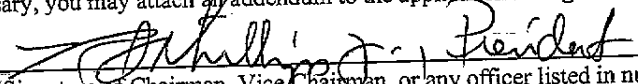
Secretary: _____

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. R. J. Phillips, Jr., President & CEO
(Typed or printed name and capacity of person signing application)

**DIRECTORS & OFFICERS
OF
ASR ACQUISITION, INC.**

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TALLAHASSEE, FLORIDA

NAME, RESIDENCE ADDRESS, RESIDENCE PHONE NUMBER	TITLE
DIRECTORS OF ASR ACQUISITION, INC.	
Robert James Phillips, Jr. 6952 Laurel Valley Drive Fort Worth, Texas 76132 817-738-1049	Chairman of the Board, Director
J. Randall Keene 900 Brazos Drive Southlake, Texas 76092 817-488-1549	Director
Stephen V. King 9528 Ridgeway Avenue Evanston, IL 60203-1009 847-679-4150	Director
OFFICERS OF ASR ACQUISITION, INC.	
Robert James Phillips, Jr. 6952 Laurel Valley Drive Fort Worth, Texas 76132 817-738-1049	President, Secretary, Treasurer
Steven C. Mills 4208 Cabell Road, Suite 511 Dallas, Texas 75024 214-282-0769	Executive Vice President of Sales

<p>Kyle C. Mann 4208 Trowbridge Arlington, Texas 76013 817-451-3422</p>	<p>Senior Vice President of Finance Accounting & Chief Financial Officer</p>
<p>Judy Renfrow 305 Betty L Lane Burleson, Texas 76028 817-295-7347</p>	<p>Senior Vice President - Client Resources</p>
<p>Doug Cook 12121 Coit Road #360 Dallas, Texas 75151 972-663-1800 x1928</p>	<p>Senior Vice President - Technical Resources</p>
<p>Tom Bergstrom 1438 Palmold Circle E. Fort Worth, Texas 76120 817-938-4205</p>	<p>Vice President - Risk Management</p>
<p>Tom Houk 6405 Amicable Dr. Arlington, Texas 76016 817-451-7430</p>	<p>Vice President & Treasurer</p>
<p>Debbie Wheat 410 Creekside Drive Crandall, Texas 75114 972-427-3922</p>	<p>Vice President - Payroll Services</p>

FILED
MAY 11 2004
TALLAHASSEE, FLORIDA
01

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASR ACQUISITION, 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-SEVENTH DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1314948

DATE: 08-27-01

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