

CT CORPORATION SYSTEM

F01000004659

CORPORATION(S) NAME

American Staff Resources Corp. I

FILED
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SECRETARY OF STATE
TALLHASSEE, FLORIDA

BK

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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01 SEP - 4 AM 11: 13
DIVISION OF CORPORATION

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

9/4/01

MS

Order#: 4673591
 000004567500--6
 -09/04/01--01068--011
 Ref#: *****70.00 *****70.00

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**

01 SEP 11 11:38 AM
STATE OF FLORIDA
DEPARTMENT OF STATE
ALLAHSEE FILED

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.

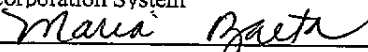
- 1. American Staff Resources Corp. I
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Texas 3. 75-2411241
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. January 6, 1992 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. January 1, 2001
(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

(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)

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)

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TALLAHASSEE, FLORIDA
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DIRECTORS & OFFICERS
OF
AMERICAN STAFF RESOURCES CORP. I

NAME, RESIDENCE ADDRESS, RESIDENCE PHONE NUMBER	TITLE
DIRECTORS OF AMERICAN STAFF RESOURCES CORP. I	
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 AMERICAN STAFF RESOURCES CORP. I	
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

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TALLAHASSEE, FLORIDA

<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 Palmnold 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>

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 TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for AMERICAN STAFF RESOURCES CORP. I (filing number: 121723000), a Domestic Business Corporation, was filed in this office on January 06, 1992.

It is further certified that the entity status in Texas is active.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 27, 2001.



A handwritten signature in cursive script that reads "Henry Cuellar".

Henry Cuellar
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Delores Eitt

FAX(512) 463-5709

TTY7-1-1