



FBI 000005706

480 North Central Highway
Boca Raton, FL 33431
(800) 875-8999 (561) 367-1175
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October 29, 2001

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500004660795--3
-10/31/01--01034--007
*****78.75 *****78.75

RE: CLUB STAFFING ACQUISITION, INC.

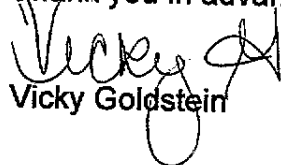
Dear Filing Officer:

Enclosed for filing is a qualification for the above along with filing fees. Our check for \$78.75 is for the following; \$70 for filing, \$8.75 for a good standing.

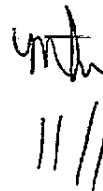
Please file upon receipt and return a filed stamped copy **and a certificate of existence/good standing**. I am enclosing a return airbill and request you return documents via fed ex as our deadline for completion is Monday, November 5.

If there are any problems with my request, please contact me at 954-858-1963 or if unavailable, call Debi Schuurman at Club Staffing at 561-367-1175.

Thank you in advance for your prompt attention to my request.


Vicky Goldstein

FILED
01 OCT 31 AM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**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. Club Staffing 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. -58-2655851

(FEI number, if applicable)

4. September 6, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4800 N. Federal Highway, Suite E301, Boca Raton, FL 33431

(Current mailing address)

8. All purposes allowable under law and specifically; temporary medical staffing services

(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: Dana Pross

Office Address: 4800 N. Federal Highway, Suite E301

Boca Raton, Florida, 33431
(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.

Dana Pross

Dana Pross

(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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE, FLORIDA

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

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

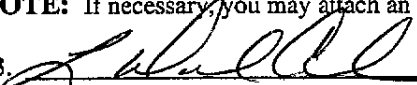
Address: _____

Treasurer: _____

Address: _____

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01 OCT 31 AM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. L. David Cardenas, President & Assistant Secretary
(Typed or printed name and capacity of person signing application)

CLUB STAFFING ACQUISITION, INC.
CURRENT LIST OF OFFICERS & DIRECTORS

DIRECTORS:

James A. Conroy
Olympus Partners
Metro Center, One Station Place
Stamford, CT 06902

L. David Cardenas
Olympus Partners
Metro Center, One Station Place
Stamford, CT 06902

Gerald R. Benjamin
Casas, Benjamin & White LLC
3414 Peachtree Road, NE
238 Monarch Plaza
Atlanta, GA 30326

OFFICERS:

L. David Cardenas, President & Asst. Secretary
Olympus Partners
Metro Center, One Station Place
Stamford, CT 06902

Manu Bettegowda, Vice President & Asst. Secretary
Olympus Partners
Metro Center, One Station Place
Stamford, CT 06902

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01 OCT 31 AM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "CLUB STAFFING 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-FIFTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
01 OCT 31 AM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3434552 8300

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AUTHENTICATION: 1410832

DATE: 10-25-01