



F02000001255

ACCOUNT NO. : 072100000032

REFERENCE : 446747, 4324512

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 70.00

FILED
02 MAR 12 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 8, 2002

ORDER TIME : 10:50 AM

ORDER NO. : 446747-015

CUSTOMER NO: 4324512

400005097254--2

CUSTOMER: Carmen N. Ramos, Legal Asst
Wormser, Kiely, Galef & Jacobs
399 Knollwood Road

White Plains, NY 10603

FOREIGN FILINGS

(Signature)
NAME: THERACARE STAFFING SERVICES,
INC.

RECEIVED
02 MAR 12 AM 11:34
DIVISION OF CONSUMER PROTECTION

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: NORMA HULL- EXT# 1115

EXAMINER: _____

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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1. TheraCare Staffing Services, 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. 11-3631483
(FEI number, if applicable)
4. August 27, 2001
(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. 8th Floor, 116 West 32nd Street, New York, NY 10001
(Principal office address)
same as above
(Current mailing address)
8. 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: 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.

BY: PATRICK LALOR, ASSISTANT SECRETARY

Patrick Lalor

(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

Director : John Calderon

Address: 415 Concord Street

Cresskill, New Jersey 07626

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE

B. OFFICERS

President: John Calderon

Address: 415 Concord Street

Cresskill, New Jersey 07626

Vice President: Nancy Calderon

Address: 222 Centre Avenue

New Rochelle, New York 10805

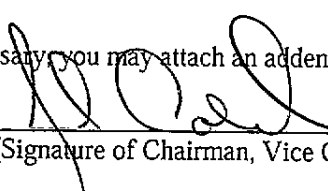
Secretary: Nancy Calderon

Address: See Above

Treasurer: David Chartoff

Address: 3 Fable Road - St. James, New York 11780

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. John Calderon, President
(Typed or printed name and capacity of person signing application)

Delaware

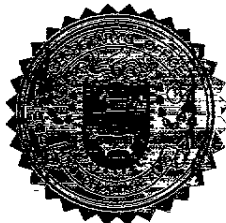
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERACARE STAFFING SERVICES, 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 EIGHTH DAY OF MARCH, A.D. 2002.

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

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3430191 8300

AUTHENTICATION: 1655724

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DATE: 03-08-02

02 MAR 13 11:18
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE