



F0200000 1891

ACCOUNT NO. : 072100000032

REFERENCE : 528606 7194431

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

FILED
02 APR 16 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 15, 2002

ORDER TIME : 3:10 PM

ORDER NO. : 528606-010

CUSTOMER NO: 7194431

100005283281--2

CUSTOMER: Ms. Shelley Kaye
Cross Country, Inc.
Suite 200
6551 Park Of Commerce Blvd, Nw
Boca Raton, FL 33487

FOREIGN FILINGS

B

BK

NAME: CROSS COUNTRY CONSULTING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
02 APR 16 PM 4:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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. CROSS COUNTRY CONSULTING, 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. 02-05378692

(FEI number, if applicable)

4. 2/7/02

(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. 6551 Park of Commerce Boulevard, NW Suite 200 Boca Raton, FL 33487

(Principal office address)

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware; Human Capital Management

8. _____

(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.

Laura R. Dunlap
as its agent

Corporation Service Company

(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: _____

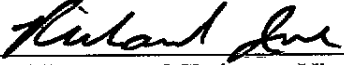
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Ives, Assistant Secretary
(Typed or printed name and capacity of person signing application)

CROSS COUNTRY CONSULTING, INC.
DIRECTORS & OFFICERS
FEIN: 02-0538692

OFFICERS:

Jonathan Ward
Chief Executive Officer

Kevin Conlin
President

Daniel Lewis
Treasurer

Stephen Rubin Esq.
Secretary

Richard Ives
Assistant Secretary

DIRECTORS:
Fazle Husain
Director

Jonathan Ward
Director

Victor Kalafa
Director

Kevin Conlin
Director

WORK ADDRESS

Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

Cross Country Consulting, Inc.
6525 The Corners Pkwy., #450
Norcross, GA 30092

Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

Proskauer, Rose, LLP
1585 Broadway
New York, NY 10036

Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

Morgan Stanley Dean Witter
1221 Avenue of the Americas
New York, NY 10020

Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

Cross Country, Inc.
6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

Cross Country Consulting, Inc.
6525 The Corners Pkwy., #450
Norcross, GA 30092

HOME ADDRESS
948 Evergreen Drive
Delray Beach, FL 33483

491 Rosslare Drive
St. Charles, MO 63304

1108 S.E. 14th Avenue
Deerfield Beach, FL 33431

44 Lockwood Road
Scarsdale, NY 10583

3507 Oaks Way
Apt. 803
Pompano Beach, FL 33069

220 E. 65th Street
Apt. 3L
New York, NY 10021

948 Evergreen Drive
Delray Beach, FL 33483

3126 NW 60 Street
Boca Raton, FL 33496

491 Rosslare Drive
St. Charles, MO 63304

02 APR 16 PM 4:40
RECEIVED
TALLAHASSEE, FLORIDA

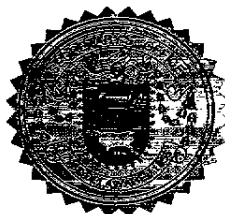
Delaware

The First State

PAGE 02
SECRETARY OF STATE
TALLAHASSEE, FL 32304
APR 16 PM 4:00
FILED

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CROSS COUNTRY CONSULTING, 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 FIFTEENTH DAY OF APRIL, A.D. 2002.

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



3489578 8300

020238815

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

— AUTHENTICATION: 1722239

DATE: 04-15-02