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ACCOUNT NO. : 072100000032

REFERENCE : 555303 7194431

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 78.75

FILED
MAY -1 PM 2:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : April 29, 2002

ORDER TIME : 9:59 AM

ORDER NO. : 555303-005

CUSTOMER NO: 7194431

BK

800005415879--6

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

FOREIGN FILINGS

NAME: ASSIGNMENT AMERICA, INC.

5

02 MAY -1 PM 10:31
DIVISION OF REGISTRATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

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

1. ASSIGNMENT AMERICA, 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. Applied For

(FEI number, if applicable)

4. April 15, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon Filing

(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, Boca Raton, FL 33487

(Principal office address)

6551 Park of Commerce Boulevard, NW, Boca Raton, FL 33487

(Current mailing address)

Any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

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.

Corporation Service Company

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper

Asst. V. Pres.

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.

02 MAY - 1 PM 2:32
FILED
STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

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: _____

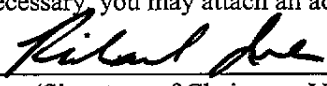
Secretary: _____

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)

ASSIGNMENT AMERICA, INC.
OFFICERS & DIRECTORS
FEIN: Filed For

02 MAY -1 PM '82
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Officers:	Business Address	Home Address
Jonathan Ward President & CEO	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	948 Evergreen Drive Delray Beach, FL 33483
Daniel Lewis Treasurer	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	1108 SE 14 th Avenue Deerfield Beach, FL 33431
Stephen Rubin Secretary	Proskauer Rose LLP 1585 Broadway New York, NY 10036	44 Lockwood Rd. Scarsdale, NY 10583
Richard Ives Assistant Secretary	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	3507 Oaks Way, #803 Pompano Beach, FL 33069
Directors:		
A. Lawrence Fagan	Charterhouse Group International 535 Madison Avenue New York, NY 10022-4299	140 Old Barn Road Fairfield, CT 06430
Jonathan Ward	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	948 Evergreen Drive Delray Beach, FL 33483
Victor Kalafa	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	3126 NW 60 th Street Boca Raton, FL 33496
Emil Hensel	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	2538 NW 64th Blvd. Boca Raton, FL 33496

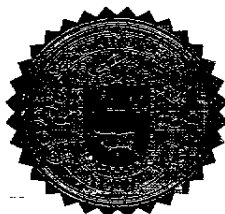
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSIGNMENT AMERICA, 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-NINTH DAY OF APRIL, A.D. 2002.

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



3514173 8300

020272869

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1749325

DATE: 04-29-02

FILED
02 MAY - 1 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA