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ACCOUNT NO. : 072100000032

REFERENCE : 587745 7193812

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 2002

ORDER TIME : 12:42 PM

ORDER NO. : 587745-005

CUSTOMER NO: 7193812

CUSTOMER: Ms. Mona-celeste Didone
Ms. Mona-celeste Didone
3635 Harper Road

Clemmons, NC 27012

FOREIGN FILINGS

NAME: PROFESSIONAL RECRUITING &
CONSULTING, INC.

100005662951--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

FILED
MAY 31 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED RECEIVED
MAY 31 2:37 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1502, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. PROFESSIONAL RECRUITING & 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. _____

(FBI number, if applicable)

4. 9-22-1999

(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. 306 Earl St. Longwood, FL 32750

(Principal office address)

306 Earl St. Longwood, FL 32750

(Current mailing address)

8. Professional Recruiting & Consulting

(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

David B. Smith

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MC Didone
Address: 306 EARL Street
Longwood, FL 32750

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MC Didone
Address: 306 Earl Street
Longwood FL 32750

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

14. MC Didone, President
(Typed or printed name and capacity of person signing application)

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Delaware

The First State

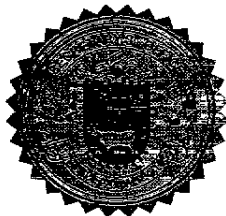
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROFESSIONAL RECRUITING & 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 TWENTY-FIRST DAY OF MAY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROFESSIONAL RECRUITING & CONSULTING, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 1999.

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



3099398 8300

020323511

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1787812

DATE: 05-21-02