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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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02 JUN 28 PM 3:52
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FOREIGN PROFIT QUALIFICATION

Affiliated Employee Services Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

JB
6-28-02

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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. Name of Corporation: **Affiliated Employee Services Inc.**
2. State or Country under the law of which it is incorporated: **Delaware**
3. FEI number, if applicable: **65-1004327**
4. Date of Incorporation: **5/1/00**
5. Duration: **Perpetual**
6. Date first transacted business in Florida: **date of filing.**
7. Current mailing address: **2070 McGregor Blvd., Suite 5, Ft. Myers, Florida 33901**
8. Purpose of corporation authorized in home state or country to be carried out in the state of Florida:
Employee Leasing
9. Name and street address of Florida registered agent:

Name: **Russell Reaves**

Office address: **2524 SW 30th Terrace, Cape Coral, Florida 33914**

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.


(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Russell B. Reaves

Address: 2524 SW 30th Terrace, Cape Coral, Florida 33914

Vice Chairman: Donald R. Justice

Address: 1103 Floridian Court, Cape Coral, Florida 33904

B. OFFICERS

President: Russell B. Reaves

Address: 2524 SW 30th Terrace, Cape Coral, Florida 33914

Vice President: James W. Justice

Address: 1103 Floridian Court, Cape Coral, Florida 33904

Secretary: James W. Justice

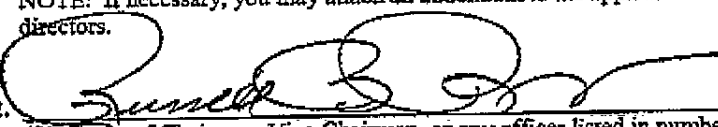
Address: 1103 Floridian Court, Cape Coral, Florida 33904

Treasurer: Russell B. Reaves

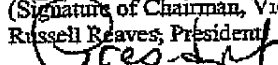
Address: 2524 SW 30th Terrace, Cape Coral, Florida 33914

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

12.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
Russell Reaves, President

13.


(Typed or printed name and capacity of person signing application)02 JUN 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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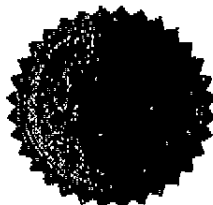
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFFILIATED EMPLOYEE SERVICES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AFFILIATED EMPLOYEE SERVICES INC." WAS INCORPORATED ON THE FIRST DAY OF MAY, A.D. 2000.

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

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

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SECRETARY OF STATE
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1849917

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DATE: 06-24-02

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