



FO 2000003900

ACCOUNT NO. : 072100000032

REFERENCE : 683173 4319227

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : July 29, 2002

ORDER TIME : 9:39 AM

ORDER NO. : 683173-005

800006813068--3

CUSTOMER NO: 4319227

CUSTOMER: Joan Lancellot, Legal Asst
Spherion Corporation
2050 Spectrum Boulevard

Fort Lauderdale, FL 33309

FOREIGN FILINGS

NAME: SPHERION RECEIVABLES CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPIES

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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TALLAHASSEE, FLORIDA

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02 JUL 31 AM 10:26
SPHERION OF STATE
CORPORATION
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

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1. Spherion Receivables Corp.
(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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 29, 2002 5. perpetual
(Date of incorporation) (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. 2050 Spectrum Blvd., Fort Lauderdale, FL 33309
(Principal office address)
2050 Spectrum Blvd., Fort Lauderdale, FL 33309
(Current mailing address)
8. See ATTACHED RIDER #1
(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

Brian Courtney
Asst. V. Pres.

(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 #2

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider #2

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

14. Lisa Iglesias, Vice President
(Typed or printed name and capacity of person signing application)

Application by Foreign Corporation for Authorization to Transact Business
Spherion Receivables Corp. (the "Corporation")
Rider #1 – Item #8

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Purpose(s) of corporation authorized in home state or country to be carried out in Florida:

(a) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

(b) Notwithstanding paragraph (a) above, the purpose of the Corporation shall be limited to the following purposes, and activities incident to and necessary or convenient to accomplish the following purposes: (A) to purchase, acquire, own, hold, sell, transfer, assign, pledge, grant security interests in, and otherwise deal with receivables originated by Spherion Corporation and its direct or indirect wholly-owned subsidiaries and their successors ("Receivables"); (B) to enter into agreements for the financing, refinancing and servicing of Receivables, and (C) to conduct such other activities as the Corporation deems necessary or appropriate relating to the activities set forth in clauses (A) and (B) above.

(c) Notwithstanding paragraphs (a) or (b) above, the Corporation shall be operated in such a manner that it would not be substantively consolidated in the estate of any other individual, corporation, partnership, joint venture, trust or unincorporated organization or any other legal entity, whether acting in an individual, fiduciary or other capacity (each a "Person") (that is, the Corporation shall be operated in such a manner that the separate corporate existence of the Corporation would not be disregarded), in the event of a bankruptcy or insolvency of such Person, and in such regard, the Corporation shall:

1. not become involved in the day-to-day management of any other Person;
2. engage only in those transactions described in Article 3(b) hereof and matters necessarily incident thereto;
3. maintain separate corporate records, financial statements and books of account from any other Person;
4. maintain its assets separately from, and shall not commingle any of its assets with, the assets of any other Person (including through the maintenance of separate bank accounts);
5. pay from its assets all obligations and indebtedness of any kind incurred by the Corporation;
6. not guarantee, pay or acquire any other Person's obligations or indebtedness, pledge its assets for the benefit of any other Person or accept

funds from any other Person for the payment of the Corporation's expenses (other than certain incorporation or set-up expenses);

7. conduct all business correspondence of the Corporation and other communications in the Corporation's own name;

8. identify to creditors that the Corporation is separate from any other Person and correct any known misunderstandings regarding its separate identity; and

9. conduct its business at all times from an office separate from that of its parent.

(d) Notwithstanding paragraphs (a) or (b) above or any provision of law, the Corporation shall not do any of the following:

1. Engage in any business or activity other than as set forth in clause (b) above;

2. Without the affirmative vote of all of the members of the Board of Directors of the Corporation (which must include the affirmative vote of all duly appointed Independent Directors (as defined below), (A) institute proceedings to be adjudicated bankrupt or insolvent, (B) consent to the institution of bankruptcy or insolvency proceedings against it, (C) file a petition seeking or consent to reorganization or relief under any applicable federal or state law relating to bankruptcy, (D) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, (E) make a general assignment for the benefit of creditors, (F) admit in writing its inability to pay its debts generally as they become due, (G) amend the Articles of Incorporation, or (H) take any corporate action in furtherance of the actions set forth in clauses (A) through (G) above, provided, however, that no director may be required by any shareholder of the Corporation to consent to the institution of bankruptcy or insolvency proceedings against the Corporation so long as the Corporation is solvent; or

3. Merge or consolidate with any other corporation, company or entity or sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity (except for the acquisition of Receivables and the sale of Receivables).

As used herein the term "Independent Director" shall mean a person who is not, and has never been, a direct, indirect or beneficial stockholder, officer, director, employee, affiliate, associate, material supplier or material customer of the principal shareholder of the Corporation or any of its affiliates. For purposes of this Section, "affiliate" shall mean any Person controlling, controlled by or under common control with such Person, or, in any event, a Person which has the power to vote 25% or more of the securities having ordinary voting power for the election of directors of the specified Person but shall not mean any entity organized, similarly to the Corporation, as a special purpose entity. As used herein, "control" of a specified Person shall mean the ability to

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direct or cause the direction of the management and policies of the specified Person, whether through the direct or indirect ownership of the voting securities of such specified Person, by contract or otherwise.

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Application by Foreign Corporation for Authorization to Transact Business
Spherion Receivables Corp. (the "Corporation")
Rider #2 - Item #12

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Names and business addresses of officers and directors:

A. Directors:

Lisa G. Iglesias, 2050 Spectrum Blvd., Fort Lauderdale, FL 33309
Roy G. Krause, 2050 Spectrum Blvd., Fort Lauderdale, FL 33309
Robert E. Livonius 2050 Spectrum Blvd., Fort Lauderdale, FL 33309
Gil Warren, Springer Building, Suite 103, 3411 Silverside Road, Wilmington, DE
19810

B. Officers:

President And Chief Executive Officer -Cinda A. Hallman
Executive Vice President And Chief Financial Officer - Roy G. Krause
Executive Vice President And Chief Operating Officer -Robert E. Livonius
Vice President, Corporate Finance And Treasury, And Treasurer - Peter Houchin
Vice President, General Counsel And Secretary -Lisa G. Iglesias
Vice President - Mark W. Smith
Vice President - James W. Williamson
Assistant Treasurer - Bruce T. Petersen
Assistant Treasurer - N.S.C. Maguana Jean
Assistant Secretary - Randal B. Atkinson
Assistant Secretary - Kelly C. Cotton
Assistant Secretary - Phillip Leslie Wharton

Business Address for all of the above officers, except James W. Williamson and Phillip
Leslie Wharton is 2050 Spectrum Blvd., Fort Lauderdale, FL 33309

Business Address for James W. Williamson and Phillip Leslie Wharton is 925 N. Point
Parkway, Alpharetta, GA 30005

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPHERION RECEIVABLES CORP." 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 THIRTIETH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPHERION RECEIVABLES CORP." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF JULY, A.D. 2002.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1909194

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DATE: 07-30-02