

F02000004316

CORPORATE AGENTS, INC. (formerly CERS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: Tricia Tadlock  
DATE: 8.23.02  
REF. #: 0377.8824  
CORP. NAME: On Staff Acquisition Corp.

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input checked="" type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION      | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                           |   |  |

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628/23

STATE FEES PREPAID WITH CHECK# 50304 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 900007308969--1  
-08/23/02--01023--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

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DIVISION OF CORPORATIONS

Examiner's Initials

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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DIVISION OF CORPORATIONS  
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## FL019 - 9/2/99 C T System Online

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Martin A. Kropelnicki

Address: 2570 No. First Street, #400

San Jose, CA 95131-1018

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Brenda C. Rhodes, CEO & President

Address: 2570 No. First Street, #400

San Jose, CA 95131-1018

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Martin A. Kropelnicki

Address: 2570 No. First Street, #400

San Jose, CA 95131-1018

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. Martin A. Kropelnicki, Chief Financial Officer & Secretary

(Typed or printed name and capacity of person signing application)

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# Delaware

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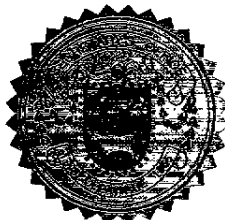
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONSTAFF ACQUISITION 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 TWENTY-NINTH DAY OF JULY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ONSTAFF ACQUISITION CORP." WAS INCORPORATED ON THE TWENTY-SIXTH 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  
DIVISION OF CORPORATIONS  
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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1906860

DATE: 07-29-02