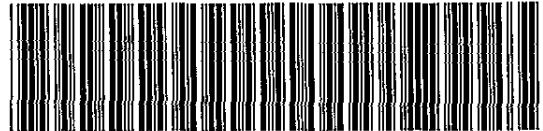


F03000000989

FILED
13 FEB 26 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



100012555291

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

RECEIVED
13 FEB 26 PM 3:57
STATE
REGISTRARS
TALLAHASSEE
FLORIDA



CORPORATION SERVICE COMPANY™

FILED

03 FEB 26 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 928410 4330487
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 70.00

ORDER DATE : February 11, 2003

ORDER TIME : 12:46 PM

ORDER NO. : 928410-005

CUSTOMER NO: 4330487

CUSTOMER: Ms. Darcy Pertcheck
Nixon Peabody, Llp
Floor 27th
Two Embarcadero Center
San Francisco, CA 94111

FOREIGN FILINGS

NAME: GLOBAL CARE STAFFING, INC.

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: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA FILED

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.

03 FEB 26 PM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. GLOBAL CARE STAFFING, 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. California

(State or country under the law of which it is incorporated)

3. 47-0863537

(FEI number, if applicable)

4. 03/29/2002

(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. 12647 Alcosta Blvd., Suite 110, San Ramon, CA 94583

(Principal office address)

12647 Alcosta Blvd., Suite 110, San Ramon, CA 94583

(Current mailing address)

8. Staffing Agency

(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

(City)

Florida 32301

(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.

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.

FILED

03 FEB 26 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David Benson

Address: 12647 Alcosta Blvd., Suite 110

San Ramon, CA 94583

Director: Jeff Kallman

Address: 24422 Portola Road

Carmel, CA 93923

B. OFFICERS

President: David Benson

Address: 12647 Alcosta Blvd., Suite 110

San Ramon, CA 94583

Vice President: _____

Address: _____

Secretary: Jeff Kallman

Address: 24422 Portola Road, Carmel, CA 93923

Treasurer: Jeff Kallman

Address: 24422 Portola Road, Carmel, CA 93923

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. David Benson, President

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

State of California

FILED

03 FEB 26 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **29th day of March, 2002**, **GLOBAL CARE STAFFING, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 14, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

ts