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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 133593 7377679
AUTHORIZATION : *Patricia Pizito*
COST LIMIT : \$ 70.00

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ORDER DATE : June 16, 2003

ORDER TIME : 11:48 AM

ORDER NO. : 133593-025

CUSTOMER NO: 7377679

CUSTOMER: Mr. Robert E. Buccarelli
Hudson Highland Group, Inc.
38th Floor
622 Third Avenue
New York, NY 10017

FOREIGN FILINGS

NAME: HUDSON HIGHLAND GROUP GLOBAL
RESOURCES MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

**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. Hudson Highland Group Global Resources Management, 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. Pennsylvania 3. 25-1809839
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 13, 1998 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.)
c/o Robert Buccarelli, 622 Third Ave
7. New York, NY 10017
(Principal office address)
622 Third Ave, New York, NY 10017
(Current mailing address)
8. To provide human resources consulting services. To engage in any act activity for which corporations may be organized.
(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

By: 

(Registered agent's signature)

Assistant Vice President

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

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. *Robert A. Buccarelli*

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

14. Robert Buccarelli, Assistant Secretary

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

OFFICERS AND DIRECTORS OF
HUDSON HIGHLAND GROUP GLOBAL RESOURCES MANAGEMENT, INC.

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Thomas Moran	President	225 West Wacker Drive Suite 2100 Chicago, IL 60606
Latham Williams	Secretary	225 West Wacker Drive Suite 2100 Chicago, IL 60606
Robert Buccarelli	Assistant Secretary	622 Third Avenue, 38 Fl, New York, NY 10017

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SOLE DIRECTOR

<u>NAME</u>	<u>ADDRESS</u>
Thomas Moran	225 West Wacker Drive Suite 2100 Chicago, IL 60606

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

June 28, 2003

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY THAT,

HUDSON HIGHLAND GROUP GLOBAL RESOURCES MANAGEMENT, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show , as of the date herein .



IN TESTIMONY WHEREOF , I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Pedro C. Contes

Secretary of the Commonwealth

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