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**FOREIGN PROFIT QUALIFICATION**

Resolve Healthcare Staffing, Inc.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

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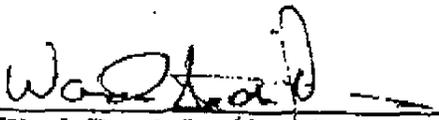
*JB*  
*10-17-03*

**APPLICATION BY RESOLVE HEALTHCARE STAFFING, INC.  
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.*

- FIRST:** The name of the corporation is Resolve Healthcare Staffing, Inc.
- SECOND:** The corporation was incorporated under the laws of the state of Delaware on October 14, 2003.
- THIRD:** The corporation is to have perpetual duration.
- FOURTH:** The address of its principal office is 105 North Falkenburg Road, Suite B, Tampa, Florida 33619.
- FIFTH:** The address of its registered offices in the state of Florida is 1200 South Pine Island Road in the City of Plantation, FL 33324. The name of its Registered Agent at such address is CT Corporation System.
- SIXTH:** The nature of the business or purposes to be conducted or promoted by the Corporation is: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- SEVENTH:** The corporation has not conducted business in the state of Florida and will not conduct business in the state of Florida until it is qualified to do so.
- EIGHTH:** The corporation has applied for a federal employer identification number but has not yet received it.
- NINTH:** Wanda Dearth is the corporation's sole director, President, Secretary and Treasurer. Ms. Dearth's mailing address is c/o Resolve Staffing, Inc., 105 North Falkenburg Road, Suite B, Tampa, Florida 33619.

Dated: October 17, 2003

  
Wanda Dearth, President, Secretary and  
Treasurer

RESOLVE HEALTHCARE STAFFING, INC.  
CORPORATION  
TAMPA, FLORIDA

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APPROVED  
AND  
FILED

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.*

CT Corporation System

By:



(Registered agent's signature)

AND  
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESOLVE HEALTHCARE STAFFING, 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 FIFTEENTH DAY OF OCTOBER, A.D. 2003.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2690524

DATE: 10-15-03