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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FOREIGN PROFIT QUALIFICATION

RECRUITMAX SOFTWARE, INC.

Certificate of Status	0
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Page Count	04
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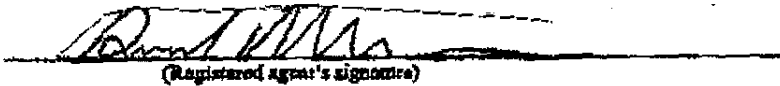
11-6-03

**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. Registmax Software, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. November 3, 2003 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 617.153, F.S.)
7. 240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082
(Principal office address)
240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082
(Current mailing address)
8. Human Resources Administration and Technology
(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: Derek Mercer
Office Address: 240 Ponte Vedra Park Drive
Ponte Vedra Beach, FL, Florida 32082
(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.


(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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Derek Mercer, CEO

Address: Recruitmax Software,

240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082

Director: James Philip, COO

Address: Recruitmax Software

240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082

B. OFFICERS

President: James Philip, COO

Address: Recruitmax Software

240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082

Vice President: _____

Address: _____

Secretary: Derek Mercer, CEO

Address: 240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082

Treasurer: James Philip

Address: 240 Ponte Vedra Park Drive, Ponte Vedra Beach, FL 32082

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Derek Mercer, CEO and Secretary
(Typed or printed name and capacity of person signing application)

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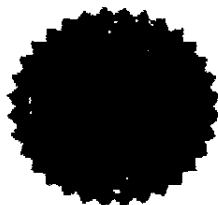
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RECRUITMAX SOFTWARE, 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 FIFTH DAY OF NOVEMBER, A.D. 2003.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RECRUITMAX SOFTWARE, INC." WAS INCORPORATED ON THE THIRD DAY OF NOVEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2732241

030711150

DATE: 11-05-03

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