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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Penalty

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Staff Care, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John Burger

(Name of Person)

Staff Care, Inc.

(Firm/Company)

5001 Statesman Drive

(Address)

Irving, TX 75063

(City/State and Zip code)

For further information concerning this matter, please call:

John Burger

(Name of Person)

at (469) 524-5593

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JONES DAY

2727 NORTH HARWOOD STREET • DALLAS, TEXAS 75201-1515 • MAILING ADDRESS: P.O. BOX 660623 • DALLAS, TEXAS 75266-0623
TELEPHONE: 214-220-3939 • FACSIMILE: 214-969-5100

Direct Number: 214/969-2916
scrawford@jonesday.com

675796
961131-030001

June 16, 2004

Ms. Diane Cushing
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Staff Care, Inc.; Ref. Number W0400021990

Dear Ms. Cushing:

This letter is in response to your letter of June 8, 2004 to Mr. John Burger of Staff Care, Inc. ("Staff Care"). We represent Staff Care in its corporate transactions and have been asked to respond to your letter.

Staff Care is in the process of bidding on a project with the State of Florida which requires that they register as a foreign corporation in the State of Florida. Mr. Burger prepared an Application by Foreign Corporation for Authorization to Transact Business in Florida and filed it with the Florida Secretary of State. Unfortunately, Mr. Burger did not understand the meaning and significance of question number 6 on the application relating to the date the company first transacted business in Florida. In response to that question, Mr. Burger indicated that Staff Care had been transacting business in Florida since 1995, which is incorrect. In fact, for purposes of the Florida statutes (Section 607.1501 and 607.1502), Staff Care has never and is not currently transacting business in the State of Florida, even though it has generated revenue from the State of Florida since 1995.

Staff Care is in the business of recruiting and placing medical professionals on a temporary basis in hospitals and other healthcare institutions throughout the United States. They have offices in the states of Texas and Utah, but do not have and have never had any offices or employees in the State of Florida. The medical professionals placed by Staff Care are not employees of Staff Care. While Staff Care does occasionally send one of its employees into the State of Florida to meet with a client or interview a physician, the Staff Care employee usually spends less than a day in the state.

In responding to question number 6 of the application, Mr. Burger erroneously assumed that the question related to the date Staff Care first generated revenue from the State of Florida. Based on the actual facts, Staff Care's application for authorization to transact business in Florida should be amended by changing the response to question number 6 to "Never." Staff Care is anxious to obtain its authorization to transact business in the State of Florida so that it

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TALLAHASSEE, FLORIDA

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JONES DAY

Ms. Diane Cushing
June 16, 2004
Page 2

may proceed in the bidding process for public work in Florida. I hope that the information provided herein will answer any questions you might have regarding Staff Care's relationship to and activities in the State of Florida and that their application can be approved without further delay and without the payment of any additional fees and penalties.

I very much appreciate your attention to this matter. Please call me as soon as possible if you have any questions regarding this information.

Sincerely


Sally L. Crawford

cc: Mr. John Burger



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 8, 2004

JOHN BURGER
STAFF CARE, IN C.
5001 STATESMAN DRIVE
IRVING, TX 75063

SUBJECT: STAFF CARE, INC.
Ref. Number: W04000021990

We have received your document for STAFF CARE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$10,415.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 204A00038843

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. Staff Care, Inc.

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Texas

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

3. 75-2404573

(FBI number, if applicable)

4. 12/18/1991

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1995

(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. 5001 Statesman Drive, Irving, TX 75063

(Principal office address)

5001 Statesman Drive, Irving, TX 75063

(Current mailing address)

8. temporary staffing of physicians

(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: CT Corporation

Office Address: 1200 South Pine Island Road

Plantation


(City)

, Florida 33324

(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)

Michael E. Jones
Assistant Secretary

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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CLERK OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: **Joseph E. Hawkins**

Address: **5001 Statesman Drive, Irving TX 75063**

Vice President: _____

Address: _____

Secretary: **James C. Merritt**

Address: **5001 Statesman Drive, Irving TX 75063**

Treasurer: _____

Address: _____

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. **James C. Merritt - Secretary**

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for STAFF CARE, INC. (filing number: 121547000), a Domestic Business Corporation, was filed in this office on December 18, 1991.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on April 29, 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State