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NO. 426

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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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0715.27942

FOREIGN PROFIT QUALIFICATION

MANAGEMENT ALLIANCE CORPORATION

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$70.00

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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. Management Alliance Corporation
(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. Texas
(State or country under the law of which it is incorporated)
3. 18-2518956
(FEI number, if applicable)
4. NOVEMBER 24, 1993
(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 817.153, F.S.)
7. 10670 North Central Expressway, Suite 600, Dallas, TX 75231
(Principal office address)

10670 North Central Expressway, Suite 600, Dallas, TX 75231
(Current mailing address)
8. Human Resource and Employment Services
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.

NRAI Services, Inc.

By: [Signature]

(Registered agent's signature)

Michael Mirione, 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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A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

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. _____

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

14. Michael Lee, VP, CFO and Secretary

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

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MANAGEMENT ALLIANCE CORPORATION
OFFICER AND DIRECTOR LIST

Directors

J. Michael Moore
10670 North Central Expressway
Suite 600
Dallas, TX 75231

Samuel E. Hunter
10670 North Central Expressway
Suite 600
Dallas, TX 75231

Mark E. Cline
10670 North Central Expressway
Suite 600
Dallas, TX 75231

Officers

J. Michael Moore
Chief Executive Officer
10670 North Central Expressway
Suite 600
Dallas, TX 75231

Michael Lee
Vice President
Chief Financial Officer
Secretary
10670 North Central Expressway
Suite 600
Dallas, TX 75231

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Corporations Section
P.O. Box 13697
Austin, Texas 78711-1697



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 MANAGEMENT ALLIANCE CORPORATION (filing number: 129194200), a Domestic Business Corporation, was filed in this office on November 24, 1993.

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 June 18, 2004.

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A handwritten signature of Geoffrey S. Connor in black ink.

Geoffrey S. Connor
Secretary of State