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Florida Department of State
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

STAFFPAY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. STAFFPAY, INC.

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

EMPLICIT, INC.

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

2. CALIFORNIA

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

3. 33-0680357

(FEI number, if applicable)

4. 10/18/1995

(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 817.155, F.S.)

7. 9241 IRVINE BLVD IRVINE, CA 92618

(Principal office address)

9241 IRVINE BLVD IRVINE, CA 92618

(Current mailing address)

8. EMPLOYMENT RELATED 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: **A1A Registered Agent Inc.**

Office Address: **92 Sadberry Road**

Quincy

(City)

, Florida **32351**

(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.

Paul Smith **Paul Smith V.P.**

(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. DIRECTORSChairman: **VICTOR TANON**Address: **2000 AVENIDA SALVADOR SAN CLEMENTE, CA 92672**

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERSPresident: **VICTOR TANON**Address: **2000 AVENIDA SALVADOR SAN CLEMENTE, CA 92672**

Vice President:

Address:

Secretary: **VICTOR TANON**Address: **2000 AVENIDA SALVADOR SAN CLEMENTE, CA 92672**Treasurer: **VICTOR TANON**Address: **2000 AVENIDA SALVADOR SAN CLEMENTE, CA 92672**FILED
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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.

VICTOR TANON, PRESIDENT

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

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State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, **BRUCE McPHERSON**, Secretary of State of the State of California, hereby certify:

That on the **18TH** day of **OCTOBER, 1995**, **STAFFPAY, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
August 10, 2005.



BRUCE McPHERSON
Secretary of State

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