



Prentice Hall Legal & Financial Services

ATTN: Candee (004) 222-7485

F 95000000331

Hestair Computer Group Inc.

200001386242
-01/23/95--01003--007
***1050.00 ***1050.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 20 PM 2:34

- Amendment
- Annual Report
- Change of Registered Agent
- Dissolution/Withdrawal
- Domestication
- Fictitious Business Name
- Foreign - Profit
- Foreign - Non-Profit
- Limited Partnership
- Limited Liability
- Mtr. Veh.

- Merger
- Name Reservation
- Name Registration
- Non-Profit/Articles of Incorporation
- Other
- Profit/Articles of Incorporation
- Reinstatement
- Resignation of R.A., Officer or Director
- Trademark
- UCC/Filing 1
- UCC/Filing 3

- Certified Copy
- Photocopy
- Corporate Print-Out
- Fictitious/Owner Search

- CUS
- Good Standing
- R.A., Off/Dir Search

() Walk In () Call if Problem () Will Wait

() Pick Up DATE/TIME: 7:19/12:00

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: MC BY: Solm Salgam
BRANCH RECEIVING: FL BY: Candee
REF/JOB # 007-95-73112-11

CLIENT MATTER # _____
SAME DAY 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR NO
DATE SENT: MAIL FAX FED EXP.

SENT TO: BRANCH CLIENT _____

SPECIAL INSTRUCTIONS:
1/19 Per S.S. - hold until told to
advance \$21.00
1/20 OK. Per SS to advance fees

| | |
|-------------------------|-----------------------|
| CHECK # | _____ |
| ST./CTY/ FEES | <u>122.50 +</u> |
| CORR. FEE/ SPEC. HANDL. | <u>2100.00</u> |
| MESSANGER | _____ |
| COPIES | 200001386242 |
| FAX FEE | ****122.50 ****122.50 |
| OTHER | _____ |
| TOTAL | _____ |

DIVISION OF CORPORATIONS
95 JAN 20 PM 1:35
RECEIVED

**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:**

HESTAIR COMPUTER GROUP INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New York 3. 13-3363943
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 23, 1986 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. June 1, 1992
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 9703 Richmond Avenue, Suite 214
Houston, Texas 77042
(Current mailing address)

8. To engage in the marketing of computer programming services of every kind and description, ideas, systems, procedures and services of any nature, including, but not
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) limited to
the foregoing.

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hayes Street, Suite 105

Tallahassee, Florida, 32301
(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.

By Sam Saleem, Asst Sec
(Registered agent's signature)

Sam Saleem, Asst. 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.

REC'D
CORP. DIV.
JUN 20 PM 2:34
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Man Jit Singh

Address: 9703 Richmond Avenue

Houston, Texas 77042

Vice Chairman: _____

Address: _____

Director: Vincent E. Cook

Address: 9703 Richmond Avenue, Ste. 214

Houston, Texas 77042

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: (s) Garry Q. Foster and Mark D. Valachovic

Address: 9703 Richmond Avenue, Ste. 214

Houston, Texas 77042

Secretary: Vincent E. Cook

Address: 9703 Richmond Avenue, Ste. 214

Houston, Texas 77042

Treasurer: Vincent E. Cook

Address: 9703 Richmond Avenue, Ste 214

Houston, Texas 77042

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

13.

Vincent E. Cook

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Vincent E. Cook, Secretary/Treasurer

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN 20 PM 2:36

State of New York · | ss:
Department of State

I hereby certify, that the certificate of incorporation of HESTAIR COMPUTER GROUP INC. was filed 06/23/1986, under the name of J.S.D. USA INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment of J.S.D. USA INC., changing name to HESTAIR COMPUTER GROUP INC., was filed 07/29/1987.

The Statement of Addresses and Directors is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of January
one thousand nine hundred and
ninety-five.

Alexander F. Treadwell

Secretary of State

199501170167

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 20 PM 2:34

F95000000331

Document Number Only

FILED

96 JUN 23 AM 7:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

90000169829
-01/29/96--01004--021
*****35.00 *****35.00

Hestair Computer Group Inc.
to:
Talent Tree Staffing Services, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Resurrection
- Photo Copies
- Call When Ready
- Walk In
- Mail Out
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

RECEIVED
96 JUN 23 PM 12:23
BUSINESS CENTER

Name Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

1/23/96
3:10
Today's date

W. HENDRICKS JAN 24 1996

PLEASE RETURN EXTRA COPY(S)
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RECEIVED
96 JUN 23 PM 4:31
BUSINESS CENTER

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED

96 JAN 23 AM 7:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Hestair Computer Group, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: New York
3. Date authorized to do business in Florida: January 20, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change affected under the laws of its jurisdiction of incorporation?

12/29/95

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Talent Tree Staffing Services, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Vincent E Cook

VICE PRESIDENT

1/11/96

Signature
Name and Title

Date

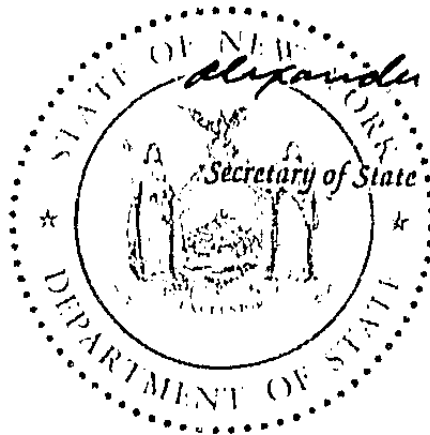
State of New York
Department of State

ss:

I hereby certify, that a certificate of merger of TALENT TREE PERSONNEL SERVICES, INC., a DELAWARE corporation, with HESTAIR COMPUTER GROUP INC., a NEW YORK corporation, and adoption of the name of TALENT TREE STAFFING SERVICES, INC., was filed in this office on 12/29/1995.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of January
one thousand nine hundred and
ninety-six.

Alexander F. Treachwell



199601080218 55

F95 000000 331

Document Number Only

FILED

96 JAN 23 AM 7:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION BY81121

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

80000169828
-01/23/96--01004--020
*****35.00 *****35.1

Hestair Computer Group Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of P.A.
- Fictitious Name
- GUS/6/8
- After 4:30
- Pick Up

96 JAN 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Availability

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

1/23/96
3:05

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FILE STAMPED

N. HENDRICKS JAN 24 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HESTAIR COMPUTER GROUP INC.
Ref. Number: F95000000331

We have received your document for HESTAIR COMPUTER GROUP INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please print or type the name and title of the person signing on behalf of CT.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 596A00002947

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HESTAIR COMPUTER GROUP INC.

1b. Date of incorporation June 23, 1986 Document number F95000000331

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, 1201 Ways, Suite 105
Tallahassee, Florida 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

FILED
96 JUN 23 11 17 AM '96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David M. Seaver
SIGNATURE
1-18-96
DATE

David M. Seaver, Asst. Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: E. Wayne Patton
(Registered Agent) E. Wayne Patton
DATE 1/22/95 Asst. Sec.

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

Document Number Only

F 95000000331

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Ignent Inc Staffing Services, Inc.
changing its name to:

TTSS, Inc.

Cf. 35

FILED
97 MAR 11 PM 1:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- UCC Filing
- Other
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

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| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

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FILE STAMPED

3-14

200002125092--1
-03/26/97--01109--010
****35.00 ****35.00

Anne
Chavez

File List

CR2E031 (1-89)

DE 3-14-97

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
97 MAR 14 PM 1:55
STATE
TALLAHASSEE

SECTION I (1-3 must be completed)

1. Talent Tree Staffing Services, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: New York
3. Date authorized to do business in Florida: January 20, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

February 21, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

TTSS, Inc.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

Vincent E Cook
Signature
Name and Title Vincent E. Cook
Vice President, Secretary & Treasurer

March 6, 1997
Date

State of New York | ss:
Department of State

I heroby certify, that the certificate of incorporation of TTSS, INC. was filed on 06/23/1986, under the name of J.S.D. USA INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

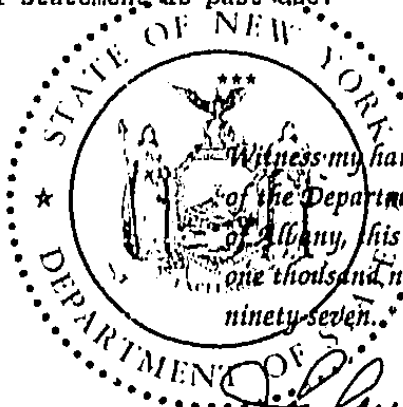
A Certificate of Amundmont J.S.D. USA INC., changing name to HESTAIR COMPUTER GROUP INC., was filed 07/29/1987.

A Certificate of Amendment HESTAIR COMPUTER GROUP INC., changing name to TALENT TREE STAFFING SERVICES, INC., was filed 12/29/1995.

A Certificate of Amendment TALENT TREE STAFFING SERVICES, INC., changing name to TTSS, INC., was filed 02/21/1997.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 11th day of March
one thousand nine hundred and
ninety-seven.



J. Lush

Special Deputy Secretary of State

199703120073 37