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1201 HAYS STREET

MIAMI, FL 33101

800-142-8086



ACCOUNT NO. : 072100000032

REFERENCE : 691696 86901M

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : September 26, 1995

ORDER TIME : 9:46 AM

ORDER NO. : 691696

CUSTOMER NO: 86901M

200001593402
-09/26/95 --01069--009
*****70.00 *****70.00

CUSTOMER: Ms. Cynthia Walker
Prentice Hall Legal &
33north Lasalle Street
Suite 1925
Chicago, IL 60602

FOREIGN FILINGS

NAME: APAC TELESERVICES, INC.

PROFIT

NON-PROFIT

CORPORATE

LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

9/26/95
95 SEP 26 AM 11:32
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. APAC TeleServices, 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. Illinois
(State or country under the law of which it is incorporated)

3. 36 2777140
(FEI number, if applicable)

4. May 23, 1973
(Date of Incorporation)

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

6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. One Parkway North Center,

Deerfield, IL 60015

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized
8. under the Illinois Business Corporation Act and permitted under the Florida Statute
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida ,

32304

(Zip Code)

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TALLAHASSEE, FLORIDA

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.

The Prentice-Hall Corporation System, Inc.

By: Patricia Cosentino - Authorized Signatory
(Registered agent's signature)

Patricia Cosentino, Authorized Signatory

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 addresses of officers and/or directors:

A. DIRECTORS See Attachment

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See Attachment

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

Marc S. Simon

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

14.

Marc S. Simon, Secretary

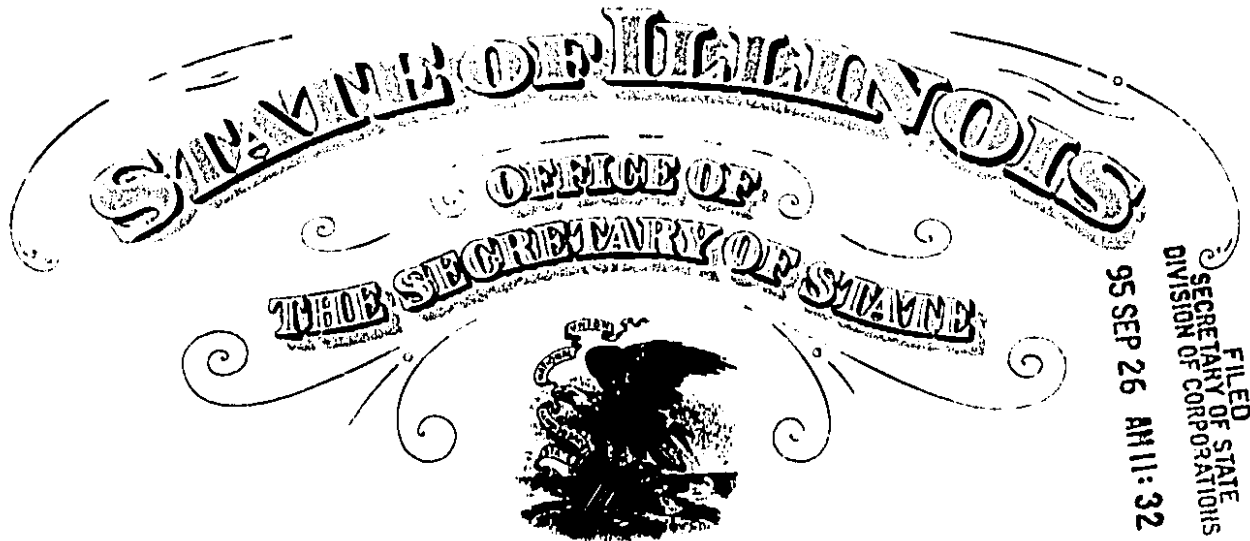
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS OF
APAC TELESERVICES, INC.

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<u>Name and Office</u>	<u>Business Addresses</u>
Theodore G. Schwartz - Director, Chairman of the Board, President and Chief Executive Officer	One Parkway North Center Suite 510 Deerfield, IL 60015
Marc S. Simon - Director Chief Financial Officer and Secretary	One Parkway North Center Suite 510 Deerfield, IL 60015
Robert D. Mitchum - Director	One Parkway North Center Suite 510 Deerfield, IL 60015
Thomas M. Collins - Director	One Parkway North Center Suite 510 Deerfield, IL 60015
Morris R. Shechtman - Director	One Parkway North Center Suite 510 Deerfield, IL 60015
Donald B. Berryman Vice President/General Manager - Customer Service Solutions	425 Second Street, SE Cedar Rapids, Iowa 52401
Thomas E. Chaplin Vice President/General Manager - Sales Solutions	425 Second Street, SE Cedar Rapids, Iowa 52401
Kenneth G. Culver Vice President - Consulting Services	425 Second Street, SE Cedar Rapids, Iowa 52401
Ronald R. Hansen Vice President - Finance	425 Second Street, SE Cedar Rapids, Iowa 52401

File Number 5024-429-6



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that APAC TELESERVICES, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 23,
1973, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE
BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF
ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE,
IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF
ILLINOIS*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 25TH
day of SEPTEMBER A.D. 19 95

George H. Ryan

SECRETARY OF STATE