

**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. HealthTask Corporation

(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. Delaware

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

3. 58-2133411

(FEI number, if applicable)

4. August 19, 1994

(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 617.156, F.S.))

7. 3535 Piedmont Road, NE, Atlanta, Georgia 30305

(Current mailing address)

8. Services Management

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

**JENNIFER F AULTMAN
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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. *John A. M. L.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark H. Hain, Secretary
(Typed or printed name and capacity of person signing application)

HealthTask Board of Directors

Mr. Dan R. Garner
National Director of Business Management Services
Ernst & Young LLP
2121 San Jacinto Street, Suite 500
Dallas, TX 75201

Mr. David A. Reed
Vice Chairman and Regional Managing Partner
Ernst & Young LLP
2121 San Jacinto Street, Suite 500
Dallas, TX 75201

Mr. John G. Nackel
Director of Healthcare Consulting
Ernst & Young LLP
515 South Flower Street
Los Angeles, CA 90071

Mr. G. Hilton Dean
Vice Chairman, Finance and Technology
Ernst & Young LLP
787 7th Avenue
New York, NY 10017

Mr. Stuart A. Wesbury, Jr.
6711 East Camelback # 25
Scottsdale, AZ 85251

C. Douglas Miller, President and Chief Executive Officer
Norrell Corporation
3535 Piedmont Road
Atlanta, GA 30305

Larry J. Bryan, Executive Vice President
Norrell Corporation
3535 Piedmont Road
Atlanta, GA 30305

Mark H. Hain, Secretary, Vice President and General Counsel
Norrell Corporation
3535 Piedmont Road
Atlanta, GA 30305

Thomas A. Vadnais, President National Service Management
Norrell Corporation
3535 Piedmont Road
Atlanta, GA 30305

David Laird, President and Chief Executive Officer
HealthTask
3535 Piedmont Road
Atlanta, GA 30305

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HealthTask Corporation Officer List

Mr. Dan R. Garner
Chairman
c/o Ernst & Young
2121 San Jacinto Street, Suite 500
Dallas, TX 75201

Mr. David Laird
President and Chief Executive Officer
HealthTask Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

Mr. Patrick Wulf
Vice President, Operations
HealthTask Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

Mr. Larry J. Bryan
Executive Vice President and Treasurer
Norrell Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

Mr. Mark H. Hain
Vice President, General Counsel and Secretary
Norrell Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

Connie S. Caldwell
Assistant Secretary
Norrell Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

Lori J. Marlan
Assistant Secretary

Mr. Mark Rosenthal
Assistant Treasurer
Norrell Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

Ms. Pam Taylor
Assistant Treasurer
Norrell Corporation
3535 Piedmont Road, NE
Atlanta, Georgia 30305

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHTASK CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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