



February 23, 1996

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

200001725812
-02/23/96--01031--012
*****70.00 *****70.00

RE: ABR / Advantage Business Resources, Inc.
9601172582373

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for ABR / Advantage Business Resources, Inc.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Vickie Joyner

Vickie Joyner
Corporate Service Representative

FILED
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DIVISION OF CORPORATIONS
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mtm

enc.

**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. ABR / Advantage Business Resources, 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. Delaware 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1-17-96 5. Perpetual
(Date of incorporation) (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. P. O. Box 783
Indian Rocks, FL 34635
(Current mailing address)
8. Data gathering, accounting, typing, business services.
(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: Larry Wolfe
Office Address: 200 - A JOHN KNOX RD
Tallahassee, Florida, 32303-6643
(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.

see attached
(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.

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

A. DIRECTORS

Chairman: Paula J. Rogers

Address: 1203 Bay Palm Blvd.

Indian Rocks, FL 34635

Vice Chairman:

Address:

Director: same as above

Address:

Director:

Address:

B. OFFICERS

President: Paula J. Rogers

Address: 1203 Bay Palm Blvd.

Indian Rocks, FL 34635

Vice President: Paula J. Rogers

Address: 1203 Bay Palm Blvd.

Indian Rocks, FL 34635

Secretary: Paula J. Rogers

Address: 1203 Bay Palm Blvd.

Indian Rocks, FL 34635

Treasurer: Paula J. Rogers

Address: 1203 Bay Palm Blvd.

Indian Rocks, FL 34635

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

13.

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

14.

Paula J. Rogers, Chairman
(Typed or printed name and capacity of person signing application)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this ABR / Advantage Business Resources, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Indian Rocks, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation,
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



Larry Wolfe

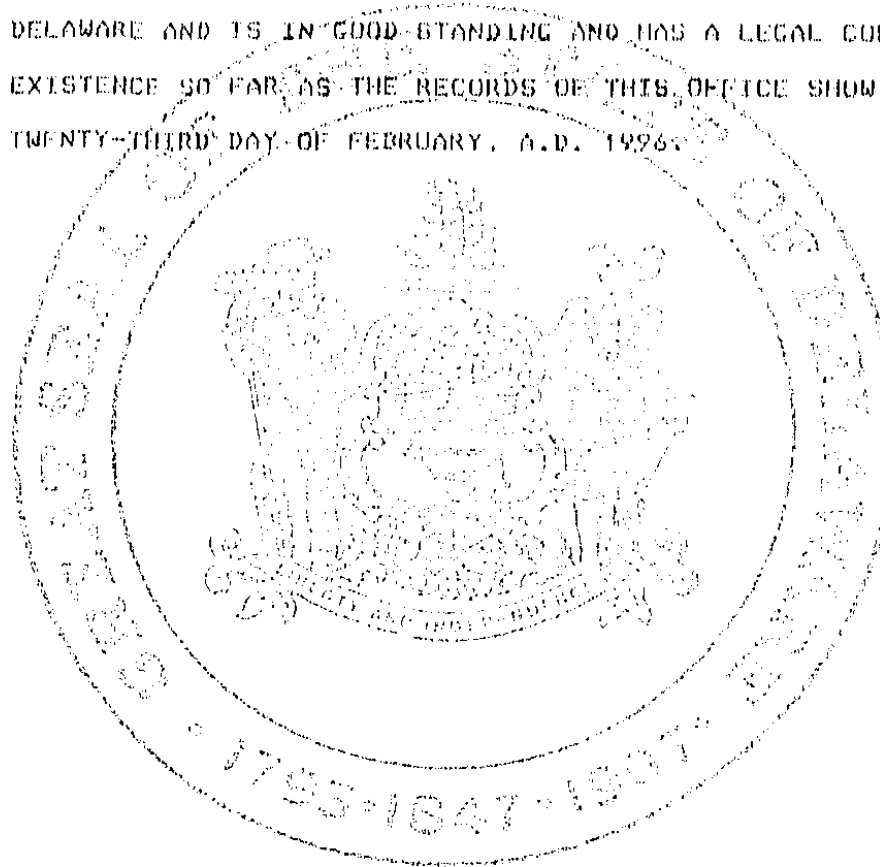
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Date

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADV / ADVANTAGE BUSINESS RESOURCES, INC." 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 TWENTY-THIRD DAY OF FEBRUARY, A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

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960953083

AUTHENTICATION:

7837619

DATE:

02-23-96