F96000005362

CORPORATE ACCESS, INC.
1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 10/16/96

✓ CERTIFIED COPY ______

____ PHOTO COPY ______

____ CUS ______

✓ FILING Foreign Qual.

1.) Hall, Kinion & Associates, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) ______
(CORPORATE NAME & DOCUMENT #)

3.) ______ 600001977216--3 -10/16/96--01068--013 ****122.50 ****122.50
(CORPORATE NAME & DOCUMENT #)

4.) ______ 600001977216--3 -10/17/96--01068--009 *****52.50 *****52.50
(CORPORATE NAME & DOCUMENT #)

5.) ______
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6.) ______
(CORPORATE NAME & DOCUMENT #)

7.) ______
(CORPORATE NAME & DOCUMENT #)

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8.) ______
(CORPORATE NAME & DOCUMENT #)

9.) ______
(CORPORATE NAME & DOCUMENT #)

10.) ______
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS ______

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

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. Hall, Kinion & Associates, 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. California
(State or country under the law of which it is incorporated)

3. 77-0337705
(FEI number, if applicable)

4. 12/12/91
(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 817.155, F.S.)

7. 5300 Stevens Creek Blvd., Suite 450
San Jose, CA 95129
(Current mailing address)

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8. To engage in the business of providing contract and temporary personnel 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: Corporate Access, Inc.

Office Address: 116-D Thomasville Road

Tallahassee, **Florida,** 32303
(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.

Day Bennett
(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 addresses of officers and/or directors:

A. **DIRECTORS**

Chairman: Brenda Hall

Address: 5300 Stevens Creek Blvd., Suite 450
San Jose, CA 95129

~~Vice Chairman~~: Director - Todd Kinion

Address: 5300 Stevens Creek Blvd., Suite 450
San Jose, CA 95129

Director: Paul Bartlett, c/o Sprout Group

Address: 3000 Sand Hill Road
Menlo Park, CA 94025

Director: Jon Rowberry c/o Franklin Quest Company

Address: 2200 West Parkway Blvd.
Salt Lake City, Utah 84119

B. **OFFICERS**

President: Brenda Hall

Address: 5300 Stevens Creek Blvd., Suite 450
San Jose, CA 95129

Vice President:

Address:

Secretary: Assistant Secretary - Keith Corbin

Address: 5300 Stevens Creek Blvd., Suite 302
San Jose, CA 95129

Treasurer:

Address:

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

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

14. Keith Corbin, Assistant Secretary
(Typed or printed name and capacity of person signing application)

State of California

1811935

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 12th *day of* December *, 19* 91 ,

HALL, KINION & ASSOCIATES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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.

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

September 24, 1996

Bill Jones

Secretary of State

SEC/STATE FORM CE-112 (REV. 9/95)

95 30089

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

7000002253187--8
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*****35.00 *****35.00

CORPORATION(S) NAME

Hall, Kinion & Associates, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

() Profit () NonProfit () Limited Liability Company	() Amendment	() Merger
() Foreign	(X) Dissolution/Withdrawal	() Mark
() Limited Partnership () Reinstatement () Limited Liability Partnership	() Annual Report () Reservation	() Other () Change of R.A. () Fictitious Name
() Certified Copy	() Photo Copies	() CUS
() Call When Ready (●) Walk In () Mail Out	() Call if Problem () Will Wait	() After 4:30 (●) Pick Up

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.F. Verifier	

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7-30-97

Thanks, Melanie

7/31

Withdrawal

File Simultaneously

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DIVISION OF CORP

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Hall, Kinion & Associates, Inc.
(Name of Corporation)

California
(Incorporated Under Laws Of)

This corportion is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

19925 Stevens Creek Blvd., Suite 180
(Mailing Address)

Cupertino, CA 95014
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Signature

Date

Martin A. Kropelnicki
Typed or printed name

Secretary
Title

(FLA.- 2192 - 1/5/93)