

10-09-97 02:55PM FROM 850 487 6013

TO 612128725694

P003

F97000005839

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EMPLOYEE MANAGEMENT GROUP, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

900002331649--1
-10/28/97--01063--003
*****78.75 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

W97-24586

Neil Friedman

(Name of Person)

EMPLOYEE MANAGEMENT INC

(Firm/Company)

ASPEN CORPORATE PARK I 1480 RTE 9 N

(Address)

WOODBRIKE NJ 07095

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Neil Friedman

(Name of Person)

at (732) 855-8585

(Area Code & Daytime Telephone Number)

WLC
11/4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -4 PM 1:06

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

NEIL FRIEDMAN
EMPLOYEE MANAGEMENT INC.
1480 RTE 9 N, ASPEN CORPORATE PARK I
WOODBIDGE, NJ 07095

SUBJECT: EMPLOYEE MANAGEMENT GROUP, INC.
Ref. Number: W97000024586

We have received your document for EMPLOYEE MANAGEMENT GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 697A00052467

10-09-97, 02:55PM FROM 850 487 6013

TO 612128725694

P004

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. EMPLOYEE MANAGEMENT GROUP, INCORPORATED

(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 as present.)

2. NEW JERSEY

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

3. 22-3542634

(FEI number, if applicable)

4. October 1997

(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. ASPEN CORPORATE PARK I 1480 ROUTE 9 N

WOODBRIIDGE NJ 07095

(Current mailing address)

8. PROFESSIONAL EMPLOYMENT SERVICES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Anthony Arcaro

Office Address: 4707 140th Avenue North, SUITE 206

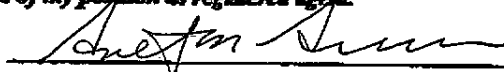
Clearwater

, Florida, 33762

(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.


(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: (Street address ONLY - P.O. Box NOT acceptable)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV - 4 PM 1:06

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: STEVE ROSENTHALAddress: 7 Dante Rd
Monroe, NJ 08831

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: STEVE ROSENTHALAddress: 7 Dante Rd
Monroe NJ 08831Vice President: JEFF HECHTAddress: 46 Tanya CircleMonmouth Jct. NJ 08852

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. STEVE ROSENTHAL

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

EMPLOYEE MANAGEMENT GROUP, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on September 30, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Steve A Rosenthal
1480 Route 9 North
Woodbridge, NJ 07095*

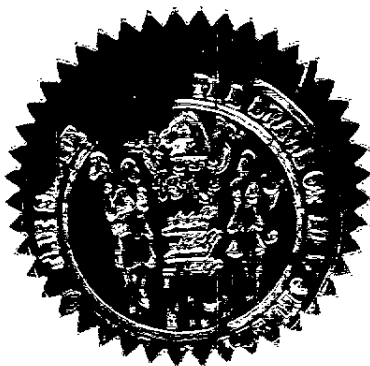
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

EMPLOYEE MANAGEMENT GROUP, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
20th day of October, 1997

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

STATE
CORPORATIONS
97 NOV -4 PM 1:06