

Document Number Only

F97000006046

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002342506-3
-11/10/97-01042-021
*****78.75 *****78.75

W97-25444

Strategic Outsourcing, Inc.

97 NOV 10 PM 12:15

FILED
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DIVISION OF CORPORATIONS

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

8/11/97

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97 NOV 10 AM 11:26
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Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

NOV 10 1997

CR2E031 (1-89)

Name conflict
P92-5149



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1997

CT CORPORATION SYSTEM

SUBJECT: STRATEGIC OUTSOURCING, INC.
Ref. Number: W97000025444

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DIVISION OF CORPORATIONS
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We have received your document for STRATEGIC OUTSOURCING, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 897A00054156

Jennifer,
Please file this, the original will follow
tomorrow.
Thank you!

97 NOV 12 PM 2:04

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1997

CT CORPORATION SYSTEM

SUBJECT: STRATEGIC OUTSOURCING, INC.
Ref. Number: W97000025444

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As the two corporations are unrelated, the name "STRATEGIC OUTSOURCING, INC." is still unavailable, even though you have submitted a letter of consent to use the name. Please submit the resolution form adopting another name for use in Florida.

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) 487-6095.

Jennifer Sindt
Document Examiner

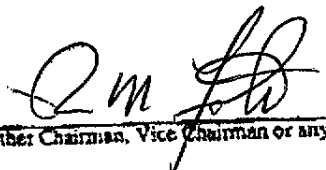
Letter Number: 697A00054433

Jennifer,
Please backdate this ^{to the 7TH}. Thank you!
Hope! - CT Corporation

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97 NOV 17 AM 11:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Robert M. Fotsch, do hereby certify
(Name)that this Resolution of the Board of Directors of Strategic Outsourcing, Inc.
(Corporate Name)a corporation duly organized and existing under the laws of the State of DELAWARE,was duly adopted on November 14, 1997.Be it resolved, that Strategic Outsourcing, Inc.
(Corporate Name)organized and existing in the State of DELAWARE, hereby adopts the nameStrategic Outsourcing Group, Inc. for use in Florida.Dated: 11/14/97
Signature of either Chairman, Vice Chairman or any officerRobert M. Fotsch
Type or print name

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DIVISION OF CORPORATIONS

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. Strategic Outsourcing, 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

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

3. 56-1952356

(FEI number, if applicable)

4. December 27, 1995

(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 817.156, F.S.))

7. 4421 Stuart Andrew blvd., Ste 200, Charlotte, North Carolina 28217

(Current mailing address)

8. Parent company managing a group of subsidiary companies specializing in employee leasing.

(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

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
CHIEF ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: Steven M. Mariano

Address: 3800 One 1st Union Center
Charlotte, North Carolina 28202

Vice Chairman: Robert M. Fotsch

Address: 4421 Stuart Andrew blvd., Ste 200
Charlotte, North Carolina 28217

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: David G. Bell

Address: 4421 Stuart Andrew blvd., Ste 200
Charlotte, North Carolina 28217

Vice President: Timothy D. Almond

Address: 4421 Stuart Andrew blvd., Ste 200
Charlotte, North Carolina 28217

Secretary: Robert M. Fotsch

Address: 4421 Stuart Andrew blvd., Ste 200
Charlotte, North Carolina 28217

Treasurer: John B. Thigpen

Address: 4421 Stuart Andrew blvd., Ste 200

Charlotte, North Carolina 28217

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

13.

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

14.

Timothy D. Almond, Vice President

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

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DIVISION OF CORPORATE AFFAIRS

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Strategic Outsourcing, Inc.**

1. Steven M. Mariano
3800 One 1st Union Center
Charlotte, North Carolina 28202
2. Robert M. Fotsch
4421 Stuart Andrew blvd., Ste 200
Charlotte, North Carolina 28217
3. David G. Bell
4421 Stuart Andrew blvd., Ste 200
Charlotte, North Carolina 28217
4. John R. Del Pizzo
44 E. Lancaster Ave, Suite 200
Hardmore, Pennsylvania 19003
5. Peter Castleman
177 Broad Street, 15th Floor
Stamford, Connecticut 06901
6. Michael R. Stone
177 Broad Street, 15th Floor
Stamford, Connecticut 06901

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STRATEGIC OUTSOURCING, 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 SEVENTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE 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
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

2575913 8300

971379385

AUTHENTICATION:

8745362

DATE:

11-07-97