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LAW OFFICES OF
LIEBMAN & BLAIZE

Richard H. Liebman
Tony V. Blaize
Linda W. Solmonson

15 Court Square - Suite 320
Boston, Massachusetts 02108
617-227-0910
FAX No. 617-227-5731

September 15, 1997

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

200002328822--6
-10/24/97--01037--017
*****70.00 *****70.00

Re: Business Certification
Recruitment Solutions, Inc.

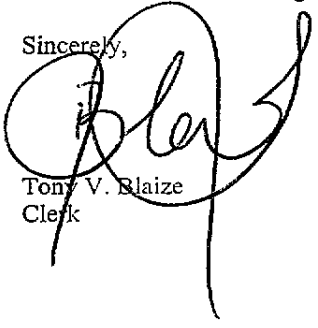
Dear Sir/Madam:

w97-24311

Enclosed please find the application for Certificate of Authority to do business in the above state and the corresponding fee.

Please call me regarding any questions or inquiries you may have.

Sincerely,



Tony V. Blaize
Clerk

LR12/9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 9:42

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: RECRUITMENT SOLUTIONS, INC
(Name of corporation - must include suffix)

Dear Sir or Madam:

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:

TONY V. BLAIZE
(Name of Person)
HEBMAN & BLAIZE
(Firm/Company)
15 COURT SQ., Ste 320
(Address)
BOSTON, MA 02108
(City/State/Zip)

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

TONY V. BLAIZE at (617) 227-0910
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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 27, 1997

TONY V. BLAIZE
LIEBMAN & BLAIZE
15 COURT SQ., STE. 320
BOSTON, MA 02108

SUBJECT: RECRUITMENT SOLUTIONS, INC.
Ref. Number: W97000024311

We have received your document for RECRUITMENT SOLUTIONS, INC. and your check(s) totaling \$70.00. 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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 097A00052034

*LAW OFFICES OF
LIEBMAN & BLAIZE*

*Richard H. Liebman
Tony V. Blaize
Linda W. Solmonson*

*15 Court Square - Suite 320
Boston, Massachusetts 02108
617-227-0910
FAX No. 617-227-5731*

December 2, 1997

Ms. Lee Rivers
Document Examiner
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32614

Re: Recruitment Solutions, Inc.
Letter Number: 097A00052034

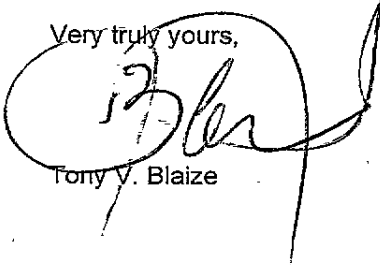
Dear Ms. Rivers:

As requested in your October 27, letter (attached) I have enclosed a Resolution of the Board of Directors adopting the alternate name Recruitment Solutions, Inc. (Massachusetts) for use in the state of Florida.

Kindly proceed with the certification process as requested.

Should you have any questions please call me.

Very truly yours,


Tony V. Blaize

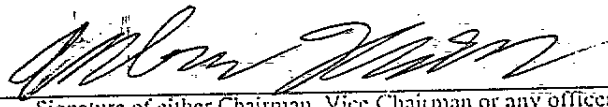
RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Andrew Hatch, do hereby certify
(Name)
that this Resolution of the Board of Directors of Recruitment Solutions, Inc.
(Corporate Name)
a corporation duly organized and existing under the laws of the State of Massachusetts,
was duly adopted on December 1,, 19 97.
Be it resolved, that Recruitment Solutions, Inc.
(Corporate Name)
organized and existing in the State of Massachusetts, hereby adopts the name
Recruitment Solutions, Inc. (Massachusetts) for use in Florida.

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Dated: December 1, 1997



Signature of either Chairman, Vice Chairman or any officer

Andrew Hatch

Type or print name

**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. Recruitment Solutions 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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04-324-7934
(FEI number, if applicable)
4. October 3, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Business transactions contemplated in the immediate future
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 10 Tremont St.
Boston, MA 02108
(Current mailing address)
8. Hiring process management, out-sourced employment and recruitment 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Andrea Scarsborough
Office Address: 310 West South Ave
Tampa, Florida, 33603
(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.
Andrea Scarsborough
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Andrew Hatch

Address: 50 South Sea Ave., W. Yarmouth, MA 02673

Vice Chairman: Francis Chantiam

Address: 360 Spinnaker Way, Concord, Ontario, Canada
L4K-4W1

Director: Allen Kalk

Address: 145 Steinmetz Drive, Manchester, NH 03104

DIRECTOR: Tony V. BLAIZE, 15 Court Sq, Ste. 320, Boston, MA 02108

Director: Jennifer Hatch

Address: 50 South Sea Ave., W. Yarmouth, MA 02673

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Andrew Hatch

Address: 50 South Sea Ave., W. Yarmouth, MA 02673

Vice President: Andrew Hatch

Address: 50 South Sea Ave., W. Yarmouth,

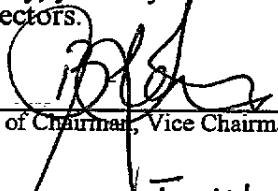
Secretary: Tony V. Blaize

Address: 55 Dexter St. Milton, MA 02186

Treasurer: Andrew Hatch

Address: 50 South Sea Ave., W. Yarmouth, MA 02673

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. Tony V. BLAIZE
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

August 6, 1997

TO WHOM IT MAY CONCERN:

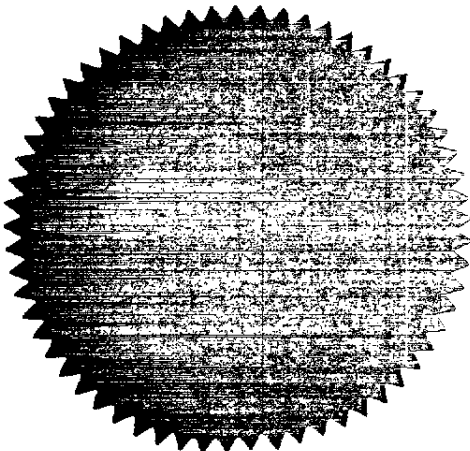
I hereby certify that according to the records of this office

Recruitment Solutions, Inc.

is a domestic corporation organized on **October 3, 1994**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 9:15



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

Secretary of the Commonwealth

JBM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.