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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Talent Tree Staffing Services of California, 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:

Susan M. Fillion, Esq.  
(Name of Person)  
c/o George M. Reardon, Esq.  
(Firm/Company)  
7600 Woodway Drive, Suite 590  
(Address)  
Houston, Texas 77063  
(City/State/Zip)

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

Susan M. Fillion at ( 713 ) 266-8484  
(Name of Person) (Area Code & Daytime Telephone Number)

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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

**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. Talent Tree Staffing Services of California, 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. 76-0489117  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Dec. 27, 1995 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 31, 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9703 Richmond Avenue  
Houston, Texas 77042  
(Current mailing address)
8. Provide temporary employees to client companies  
(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: C T Corporation System
- Office Address: 1200 South Island Road  
Plantation, Florida, 33324  
(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.

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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: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: William J. Sadler

Address: 9703 Richmond Avenue, Houston, Texas 77042

Director: Vincent E. Cook

Address: 9703 Richmond Avenue, Houston, Texas 77042

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

President: See attached list of officers and directors

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. David M. Seaver, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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ADDENDUM TO FLORIDA  
APPLICATION FOR FOREIGN AUTHORITY

*TALENT TREE STAFFING SERVICES OF CALIFORNIA, INC.*  
*LIST OF OFFICERS AND DIRECTORS*

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Directors:

William J. Sadler  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

Vincent E. Cook  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

Officers:

William J. Sadler, President  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

Vincent E. Cook, Secretary/Treasurer & V. Pres.  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

David M. Seaver, Assistant Secretary  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

R. Douglas Parker, Assistant Treasurer  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

Jetta Neely, Assistant Treasurer, Assistant Secretary  
Bz: 9703 Richmond Avenue, Houston, Texas 77042

Debra M. Hubbard, Assistant Secretary  
Bz: 17 Executive Park South, #600, Atlanta Georgia 30329

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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALENT TREE STAFFING SERVICES OF CALIFORNIA, 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-NINTH DAY OF DECEMBER, A.D. 1997.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8841067

DATE: 12-30-97