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TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

(212)431-1441

FAX #:

NAME: STAFFING SERVICES AMERICA, INC.

AUDIT NUMBER.....H98000001651

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..0

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PAGES..... 5

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION 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. STAFFING SERVICES AMERICA, 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. 11-3351444

(FEI number, if applicable)

4. 12/9/96

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

Upon Filing This Document with the Florida Secretary of State

6. (Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.159, F.S.))7. 175 BROAD HOLLOW ROAD

MELVILLE, NY 11747

(Current mailing address)

8. CONDUCT A TEMPORARY PERSONNEL BUSINESS AND ENGAGE IN OTHER HUMAN RESOURCE AND RELATED BUSINESSES

(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: BLUMBERGEXCELSIOR CORPORATE SERVICES, INC.

Office Address: 4435 OLD WINTER GARDEN ROAD

ORLANDO, Florida, 32802

(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 obligations of my position as registered agent.



(Registered agent's signature) (Officer)

MARC MOEL, ASST. SECY.

(Type Name and Title of Officer)

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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: SEE ATTACHED RIDER

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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B. OFFICERS

SEE ATTACHED RIDER

President:

Address:

Vice President:

Address:

Secretary:

Address:

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Treasurer: _____

Address: _____

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

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

14. Laurin L. Laderoute, Jr. V.P.
(Typed or printed name and capacity of person signing application)

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BOARD OF DIRECTORS

Frank N. Liguori	Director	2 Talisman Court Dix Hills, NY 11746
Stuart Olsten	Director	77 Hunt Drive Jericho, NY 11753
Richard A. Piske III	Director	10 Target Rock Road Lloyd Harbor, NY 11743

CORPORATE OFFICERS

Richard A. Piske III	President	10 Target Rock Road Lloyd Harbor, NY 11743
William P. Costantini	Senior Vice President, General Counsel and Assistant Secretary	64 Bouton Road South Salem, NY 10590
Anthony I. Puglisi	Senior Vice President and Treasurer	15 Carriage Court Muttontown, NY 11791
Laurin L. Laderoute, Jr.	Vice President, Secretary and Assistant General Counsel	38 Kensington Road Garden City, NY 11530

info@blumbergexcelsior.com

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62 White St
New York, NY 10013
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STAFFING SERVICES AMERICA, 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-SECOND DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STAFFING SERVICES AMERICA, INC." WAS INCORPORATED ON THE NINTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

2694417 8300

971441765

AUTHENTICATION:

8827820

DATE:

12-22-97