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ACCOUNT NO. : 072100000032

REFERENCE : 704757 7128165

AUTHORIZATION : *Patricia Pajit*

COST LIMIT : \$ 70.00

ORDER DATE : February 12, 1998

ORDER TIME : 9:12 AM

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ORDER NO. : 704757-015

CUSTOMER NO: 7128165

CUSTOMER: Wendy Sara, Secretary
Usa Managed Care Organization,
Suite 201
7301 North 16th Street
Phoenix, AZ 85020

FOREIGN FILINGS

NAME: USA QUALITY STAFFING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 PM 12:08

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2/18

RECEIVED
98 FEB 18 AM 10:06
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:*

1. USA QUALITY STAFFING, 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. Texas 3. 74-2847363
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 4, 1997 5. perpetual
(Date of Incorporation) (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. 7301 N. 16th Street, #201, Phoenix, AZ 85020
(Current mailing address)
8. 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Mary G. Kenney, Asst. V.P.

(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)

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

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Wendy Sara

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

14. BY: WENDY SARA, CORPORATE SECRETARY

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

USA QUALITY STAFFING, INC.

DIRECTORS

George E. Bogle
916 Capital of TX Hwy. So.
Austin, Texas 78746

W. Joseph Martin
916 Capital of TX Hwy. So.
Austin, Texas 78746

OFFICERS

George E. Bogle
916 Capital of TX Hwy. So.
Austin, Texas 78746

Chief Executive Officer

W. Joseph Martin
916 Capital of TX Hwy. So.
Austin, Texas 78746

President

Wendy Sara
7301 N. 16th Street, #201
Phoenix, AZ 85020

Secretary

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

USA QUALITY STAFFING, INC.
File No. 1454449-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 13, 1998.*



Alberto R. Gonzales
Secretary of State

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