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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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-03/16/98-01123-002
*****78.75 *****78.75

SUBJECT: Medical Staffing Network, Inc.
(Name of corporation)

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. In addition, please forward a certificate of status to the undersigned via overnight mail utilizing the enclosed Federal Express mailing label. Please return all correspondence concerning this matter to the following:

John Neukamm

(Name of Person)

Ketchey Horan, P.A.

(Firm/Company)

100 North Tampa Street, Suite 1900

(Address)

Tampa, Florida 33602

(City, State and Zip Code)

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

John Neukamm

(Name of Person)

at (813) 223 - 9395

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS

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. Medical Staffing Network, 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. 59-3489868
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 7, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Anticipated to be March 19, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
(Current mailing address)

8. Any and all lawful businesses, including, without limitation, placement of temporary medical personnel
(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: John Neukamm

Office Address: 100 North Tampa Street, Suite 1900

Tampa, Florida, 33602
(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:

A. DIRECTORS

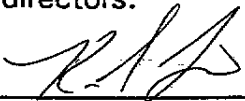
Chairman: Robert Adamson
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
Director
~~Vice Chairman~~ Kevin S. Little
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
Director: Patricia Donohoe
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
Director: Edward Albert
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606

B. OFFICERS

President: Robert Adamson
& CEO
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
Vice President: Kevin S. Little
Secretary, Treasurer & CFO
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
Vice President
~~Secretary~~ Patricia Donohoe
& COO
Address: 2124 West Kennedy Boulevard, Suite C
Tampa, Florida 33606
~~Treasurer~~
Address: _____

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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. Kevin S. Little, Vice President
(Typed or printed name and capacity of person signing application)

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 "MEDICAL STAFFING NETWORK, 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 TWELFTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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