

# F980000001748



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 756688 4300090

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyjunt*

ORDER DATE : March 26, 1998

ORDER TIME : 9:43 AM

ORDER NO. : 756688-035

CUSTOMER NO: 4300090

CUSTOMER: Mary A. Roma, Legal Assistant  
Baer, Marks & Upham  
805 Third Avenue, 19th Floor

New York, NY 10022

600002470446--6

FOREIGN FILINGS

NAME: PREFERRED HEALTHCARE 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: Andrew Cumper

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 27 AM 11:46

*mt*  
*3/27*

RECEIVED  
98 MAR 27 AM 10:50  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
MAIL ROOM

# 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. Preferred Healthcare 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. Delaware

(State or country under the law of which it is incorporated)

3. 65-0810983

(FEI number, if applicable)

4. 9/10/97

(Date of Incorporation)

5. perpetual

(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. 10800 Biscayne Boulevard, Miami, FL 33161

(Current mailing address)

8. provide interim staffing of nurses & other medical personnel primarily to hospitals

(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: Vicki Schreiber, 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: Mel Harris

Address: 10800 Biscayne Blvd., Miami, FL 33161

Vice Chairman:

Address:

Director: Mel Harris

Address: 10800 Biscayne Blvd., Miami, FL 33161

William R. Dresback

Director: 10800 Biscayne Blvd., Miami, FL 33161

Address: Stuart Gordon

10800 Biscayne Blvd., Miami, FL 33161

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

President: Mel Harris

Address: 10800 Biscayne Blvd., Miami, FL 33161

Vice President: William R. Dresback

Address: 10800 Biscayne Blvd., Miami, FL 33161


Secretary: William R. Dresback

Address: 10800 Biscayne Blvd., Miami, FL 33161

Treasurer: William R. Dresback

Address: 10800 Biscayne Blvd., Miami, FL 33161

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. WILLIAM R. DRESBACK  
(Typed or printed name and capacity of person signing application)

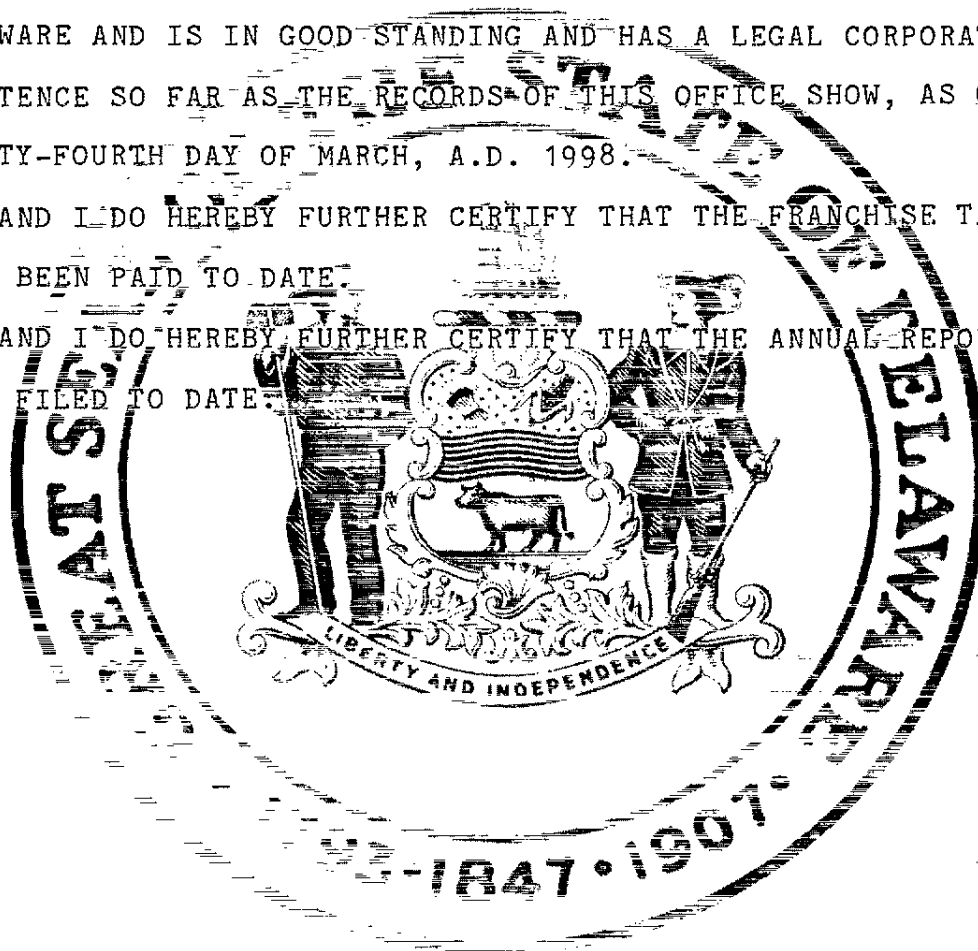
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
58 MAR 27 AM 11:46

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PREFERRED HEALTHCARE STAFFING, 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-FOURTH DAY OF MARCH, A.D. 1998.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 27 AM 11:47



*Edward J. Freel*

Edward J. Freel, Secretary of State

2794971 8300

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AUTHENTICATION: 8987998

DATE: 03-24-98