

TRANSMITTAL LETTER

F98000003094

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TradeSource Inc.
(Name of corporation - must include suffix)

400002542894-- 3
-06/01/98--01129--001
*****70.00 *****70.00

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:

Patrick T. Treacy
(Name of Person)

TradeSource Inc.
(Firm/Company)

P.O. Box 5267
(Address)

Greenwich, CT 06831
(City/State/Zip)

#2 4/1

FILED 7
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN - 1 PM 2:13
W98-

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

Patrick T. Treacy at (800) 349-3279
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1998

PATRICK T. TREACY
TRADESOURCE, INC.
PO BOX 5267
GREENWICH, CT 06831

SUBJECT: TRADESOURCE, INC.
Ref. Number: W98000011117

We have received your document for TRADESOURCE, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

I am returning the "Application for the Registration of a Foreign Corporate Name" along with your check in the amount of \$157.50 as it is not necessary to file a registration of a foreign corporate name when obtaining authority to transact business in Florida. Please remit the correct filing fee of \$70.00 only to obtain authorization to transact business in Florida.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 698A00027216

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Richard Kaskel, do hereby certify
(Name)

that this Resolution of the Board of Directors of TradeSource, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on May 27, 1998.

Be it resolved, that TradeSource, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

TradeSource Staffing Inc. for use in Florida.

Dated: 5/27/98



Signature of either Chairman, Vice Chairman or any officer

Richard Kaskel
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 3:13

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. TradeSource, 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. 13-7045319
(FEI number, if applicable)
4. 11/9/93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Past Filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. P.O. Box 5267
Greenwich CT 06831-0504
(Current mailing address)
8. To engage in any lawful activity for which a corporation may be organized.
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN - 1 PM 3:13

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)

Edward Gwisdalla, Asst. Vice Pres.

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: Richard Kaskel

Address: 2 Greenwich Office Park

Greenwich CT, 06831

Vice Chairman: David Kaskel

Address: 2 Greenwich Office Park

Greenwich CT 06831

Director: Richard A. Anderman

Address: 620 Fifth Ave

New York, N.Y. 10020

Director: _____

Address: _____

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

President: Richard Kaskel

Address: 2 Greenwich Office Park

Greenwich CT 06831

Vice President: David Kaskel

Address: 2 Greenwich Office Park

Greenwich CT 06831

Secretary: David Kaskel

Address: 2 Greenwich Office Park

Greenwich CT 06831

Treasurer: Richard Kaskel

Address: 2 Greenwich Office Park

Greenwich CT 06831

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

13. 

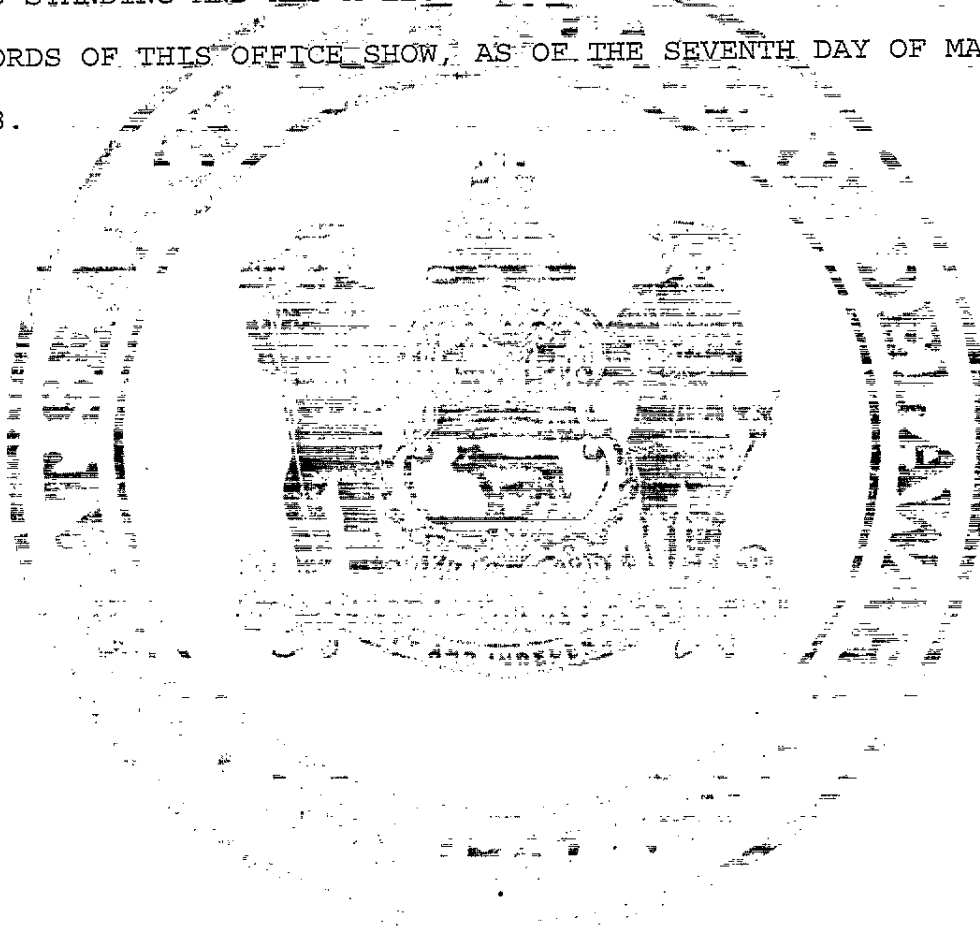
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard Kaskel, President

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRADESOURCE, 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 SEVENTH DAY OF MAY, A.D. 1998.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 3:13



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2358712 .8300

9069017

981160874

05-07-98