

F98000003587



ACCOUNT NO. : 072100000032

REFERENCE : 856674 4725625

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 70.00

ORDER DATE : June 23, 1998

ORDER TIME : 2:24 PM

ORDER NO. : 856674-025

CUSTOMER NO: 4725625

CUSTOMER: Mr. Robert J. Calabro
Accustaff Incorporated
177 Crossways Park Drive
Woodbury, NY 11797-2047

500002570845--3

FOREIGN FILINGS

NAME: MANCHESTER 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: Janna Wilson

6/24
FILED
98 JUN 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 JUN 24 AM 12
DIVISION OF CORPORATE

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. MANCHESTER 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. PA 3. 23-287073
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/2/97 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. 6/1/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155 F.S.))
7. 177 CROSSWAYS PARK DRIVE
WOODBURY NY 11797
(Current mailing address)
8. TEMPORARY STAFFING AND OUTSOURCING SERVICES
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street, Suite 105

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: Maureen Cullen
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

SEE ATTACHED

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TALLAHASSEE FLORIDA

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

SEE ATTACHED

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.

MR 6/12/98
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14.

ROBERT CALABRO V.P.
(Typed or printed name and capacity of person signing application)

Directors

Derek E. Dewan 041-42-1309 1 Independent Drive
 Jacksonville, FL 32202

Michael D. Abney 261-46-8726 1 Independent Drive
 Jacksonville, FL 32202

Officers

Derek E. Dewan Pres 041-42-1309 1 Independent Drive
 Jacksonville, FL 32202

Michael D. Abney SrVP 261-46-8726 1 Independent Drive
 Treas Jacksonville, FL 32202

Marc M. Mayo SrVP 267-13-6753 1 Independent Drive
 Secy Jacksonville, FL 32202

Robert J. Calabro VP 099-58-0520 177 Crossways Pk Dr
 Tax Woodbury, NY 11797

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JUNE 22, 1998

FILED
98 JUN 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

MANCHESTER INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

SSCH