

F 98000003806

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: LSW, INC

(Name of corporation - must include suffix)

Dear Sir or Madam:

500002465995--0

-03/24/98--01025--004

*****78.75 *****78.75

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:

GARY CATELLIER

(Name of Person)

LSW, INC.

(Firm/Company)

1201 S. ALMA School Rd. #5108

(Address)

MESA, - AZ 85259

(City/State/Zip)

W98-6493

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

GARY CATELLIER

(Name of Person)

at (602) 833-3655

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

H 7/4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 10:43



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1998

GARY CATELLIER
LSW, INC.
1201 S. ALMA SCHOOL RD., #5100
MESA, AL 85259

SUBJECT: LSW, INC.
Ref. Number: W98000006493

We have received your document for LSW, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

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) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 798A00015643



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1998

GARY CATELLIER
LSW, INC.
1201 S. ALMA SCHOOL RD., #5100
MESA, AL 85259

SUBJECT: LSW, INC.
Ref. Number: W98000006493

We have received your document for LSW, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

I am returning the resolution by the board of directors adopting an alternate name for use in Florida as "Teramar of Florida, Inc." is not available. Please select another corporate name for use in Florida and correct the resolution. You may contact us concerning the availability of such name.

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: 198A00018573



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

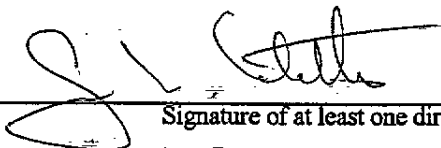
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Gary M. Catellier, do hereby certify
that this Resolution of the Board of Directors of L.S.W., Inc.

a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on June 26, 1998.

Resolved, that L.S.W., Inc., organized
and existing in the State of Georgia, hereby adopts the
name Teramar Staffing Services, Inc.
for use in Florida.

Dated: JUNE 26, 1998



Signature of at least one director

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 10:43

INHS19(3/95)

**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. LSW, 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. Georgia 3. 58-2169085
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04-27-95 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03/05/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1201 S. ALMA School Rd #5100
MESA, AZ 85259
(Current mailing address)

8. TEMPORARY Employment
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

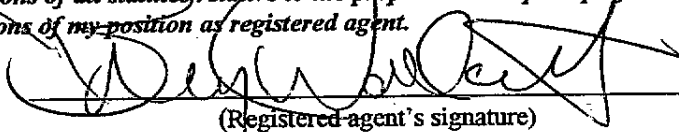
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

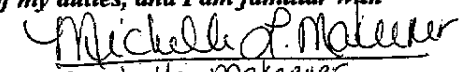
Name: Bernard Z. Walcott

Office Address: 7636 North Cockwood Buge rd.
Surasata, Az., Florida, 34243
(Zip code)

10. Registered agent's acceptance:

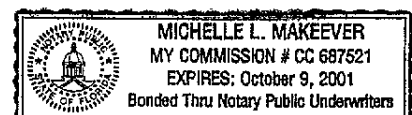
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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)


Michelle L. Makeever
Notary - NationsBank
Date - March 3, 1998

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.

IDENTIFICATION PROVIDED John A. Lic.
(SHE DID NOT TAKE AN OATH)



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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: GARY M. CATELLIER

Address: 13331 E. Del Timbre Dr
Scottsdale, AZ 85259

Director: Chris Burger

Address: 2029 E. STEPHENS
GILBERT, AZ 85296

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

President: GARY M. CATELLIER

Address: 13331 E. Del Timbre Dr
Scottsdale AZ 85259

Vice President: _____

Address: _____

Secretary: Chris Burger

Address: 2029 E. STEPHENS
GILBERT, AZ 85296

Treasurer: _____

Address: _____

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

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

14. GARY M. CATELLIER
(Typed or printed name and capacity of person signing application)

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 980650490
CONTROL NUMBER : 9513054
DATE INC/AUTH/FILED: 04/27/1995
JURISDICTION : GEORGIA
PRINT DATE : 03/06/1998
FORM NUMBER : 211

TERAMAR STAFFING
1201 SOUTH ALMA SCHOOL RD.
STE. 5100
MESA AZ 85210

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 10:43

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**LSW, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

