THE UNITED STATES

ACCOUNT NO. : 072100000032

REFERENCE : 999542 49152A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE: October 16, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 999542-005

CUSTOMER NO: 49152A

CORPORATION

CUSTOMER: Ms. Carol Mcgregor

Co-operative Retirement

6075 Poplar Avenue, Suite 628

Memphis, TN 38119

FOREIGN FILINGS

NAME: CRSA EMPLOYMENT SERVICES, INC.

*****35.00 *****35.00

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XXXX QUALIFICATION (TYPE: CO)

100002667931---10/20/98--01043--014 *****35.00 *****35.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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:

	CRSA EMPLOYMENT SERVICES, TNC. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person partnership if not so contained in the name at present.	or son	
2.	TENNESSEE (State or country under the law of which it is incorporated) 3. 62-1755377 (FEI number, if applicable)	.	
4	. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")		
	NOVEMBER 1, 1998 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)	S.S.	
7	. 6075 POPLAR AJE. SUITE 600		
	MEMPHIS TENNESSEE 38119 3	<u> </u>	
8	$lue{=}$	F STATE	
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

(Registered agent's signature) Karen B. Rozar, Asst. Sec.

Corporation Service Company

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.

NOT acceptable) DIRECTORS (Street address only- P.O. Box NOT acceptable) EARL Chairman: WADE Address: TENNESSEE 38119 Vice Chairman: Address: Director: Address: P1186 Director: Address: B. OFFICERS (Street address only- P.O. Box NOT acceptable) WADE EARL President: SAME Address: Vice President: Address: MARTIN SATAVA Secretary: Address: SAME Treasurer: Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.) PRESIDENT

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

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/19/1998 REQUEST NUMBER: 98292004 TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/21/1998 STATUS: ACTIVE CORPORATE EXPIRATION DATE: PERPETUAL CONTROL NUMBER: 0356248 JURISDICTION: TENNESSEE

TO: THE SEARCH IS ON P.O. BOX 120598 NASHVILLE, TN 37212 REQUESTED BY: THE SEARCH IS ON P.O. BOX 120598 NASHVILLE, TN 37212

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"CRSA EMPLOYMENT SERVICES, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE; THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID; THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

SEGRETARY OF STATE DIVISIONS OF STATE STATE STATE ON STATIONS

FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/19/98

RECEIVED:

\$120.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$120.00

RECEIPT NUMBER: 00002376748 ACCOUNT NUMBER: 00000499

AGRICULTURE 13

NASHVILLE, TN 37212-0000

TSIO (BOX 120598) P. O. BOX 120598

FROM:

RILEY C. DARNELL SECRETARY OF STATE