

F98000005943

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: MSN HOLDINGS, INC.  
(Name of corporation - must include suffix)

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:

Bonnie Sanders, Legal Assistant  
(Name of Person)

Steel Hector & Davis LLP  
(Firm/Company)

1900 Phillips Point West  
777 South Flagler Drive  
(Address)

West Palm Beach, Florida 33401  
(City/State/Zip)

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

Bonnie Sanders, Legal Assistant  
(Name of Person)

at ( 561 ) 650-7107  
(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

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

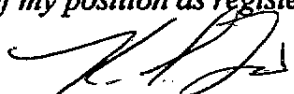
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:*

1. MSH HOLDINGS, 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. 65-0865171  
(FEI number, if applicable)
- September 24, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. September 24, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3111 North University Drive, Suite 406  
Coral Springs, Florida 33065  
(Current mailing address)
8. Temporary medical staffing service  
(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: Kevin S. Little  
Office Address: 3111 North University Drive, Suite 406  
Coral Springs, Florida, 33065  
(Zip Code)

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**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)

KEVIN S. LITTLE

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: SEE ADDENDUM ATTACHED HERETO

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: Robert Adamson

Address: 3111 North University Drive, Suite 406

Coral Springs, Florida 33065

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Kevin S. Little

Address: 3111 North University Drive, Suite 406

Coral Springs, Florida 33065

Treasurer: Kevin S. Little

Address: 3111 North University Drive, Suite 406, Coral Springs, Florida 33065

**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. Robert Adamson, President

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

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**ADDENDUM TO  
APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS**

**12 A. Names and addresses of Officers and/or directors:**

<b>DIRECTORS</b>	<b>BUSINESS ADDRESS</b>
Robert Adamson	3111 North University Drive, Suite 406 Coral Springs, Florida 33065
Edward Albert	3111 North University Drive, Suite 406 Coral Springs, Florida 33065
Patricia G. Donohoe	3111 North University Drive, Suite 406 Coral Springs, Florida 33065
Michael A. Gorman	3111 North University Drive, Suite 406 Coral Springs, Florida 33065
Scott F. Hilinski	3111 North University Drive, Suite 406 Coral Springs, Florida 33065
Kevin S. Little	3111 North University Drive, Suite 406 Coral Springs, Florida 33065

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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSN HOLDINGS, 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 TWENTIETH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9362707

DATE: 10-20-98