

Document Number Only

F98000006118

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002679994--6
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*****70.00 *****70.00

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DIVISION OF CORPORATION
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HR Logic, Inc.

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

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Thank You!!

11/4

Hope

**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:

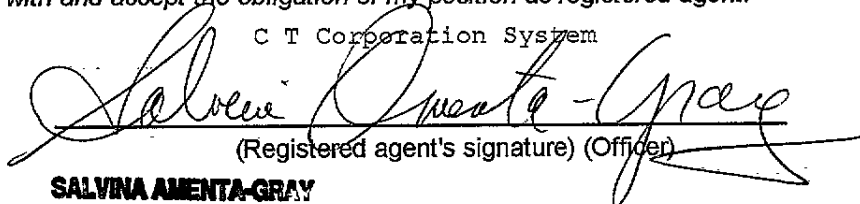
1. HR Logic, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 04-3392553
(FEI number, if applicable)
4. August 26, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1320 Centre Street, Newton, Massachusetts 02159
(Current mailing address)
8. Provider of professional employer 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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System


(Registered agent's signature) (Officer)

SALVINA AMENTA-GRAY
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

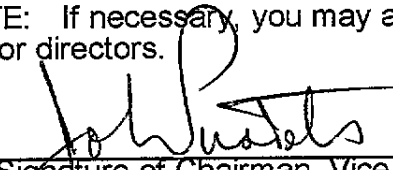
Address: _____

Treasurer: _____

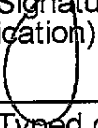
Address: _____

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.

 JOHN C. PUSTELL, VP & CORPORATE CONTROLLER
(Typed or printed name and capacity of person signing application)

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HR Logic, Inc.
1320 Centre Street
Suite 101
Newton Center, MA 02459
617-558-8600
FAX 617-244-9528

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TITLE	NAME	OFFICE	HOME
Chairman	Perry Solomon	1320 Centre Street Suite 101 Newton, MA 02459 T: 617-558-8602 F: 617-244-9528	26 Homestead Street Newton, MA 02468 T: 617-964-1056 F: 617-964-1032
Directors	George Hertz	Fidelity Capital 82 Devonshire Street R25C Boston, MA 02109-3614 T: 617-563-9543 F: 617-476-7779	77 Mayo Avenue Needham, MA 02492 T: 781-444-6812
	Richard Van Cleave, III	First Managed Care Option 119 Littleton Road Parsippany, NJ 07054-1849 T: 973-257-5291 F: 973------	12 Wimbledon Court Cedar Grove, NJ 07009 T: 973-239-6130 F: 973-857-3275
	Elaine Eisenman	Enhance Financial Services 335 Madison Avenue 25 th Floor New York, NY 10017 T: 212-984-9270 F: 212-867-9253	6 Mount Holly Drive Rye, NY 10580 T: 914-967-0473 F: 914-591-8519
Director & Secretary	Greg Case	Patricof & Company 455 South Gulp Road Suite #410 King of Prussia, PA 19406 T: 610-265-0286 F: 610-265-4959 NY fax 212-319-6155	
Director, President & Treasurer	Joe Bello	1320 Centre Street Suite 101 Newton Center, MA 02459 T: 617-558-8603 F: 617-244-9528	35 Crescent Stree Apt# 511 Waltham, MA 02451 T: 781-209-1743
Assistant Secretary	Richard Hoehn	Choate, Hall & Stewart Exchange Place 55 State Street Boston, MA 02109-2891 T: 617-248-5041	845 Union Street Marshfield, MA 02050 T: 781-834-7194

TITLE	NAME	OFFICE	HOME
VP & Controller	John Pustell	1320 Centre Street Suite 101 Newton Center, MA 02459 T: 617-558-8606 F: 617-244-9528	198 Franklin Street Stoneham, MA 02180 T: 781-979-0881
VP of HR	Tami Drakulic	1320 Centre Street Suite 101 Newton Center, MA 02459 T: 617-558-8601 F: 617-244-9528	9 Commonwealth Ave. Boston, MA 02116 T: 617-572-3686
VP Sales & Marketing	Larry Heimlich	1320 Centre Street Suite 101 Newton Center, MA 02459 T: 617-558-8630 F: 617-558-8646	51 Gralynn Road Newton, MA 02459 T: 617-969-2499 F: 617-244-7960

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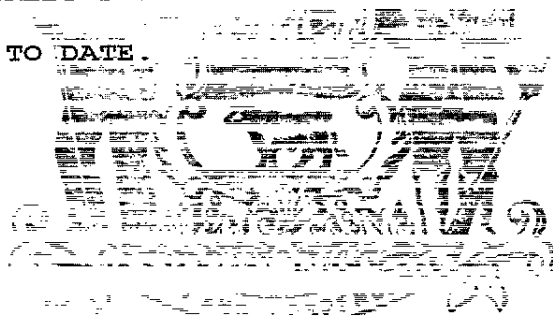
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HR LOGIC, 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 SECOND DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9383931

DATE:

11-02-98