

# F99000000536



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 083334 4726231

AUTHORIZATION : *Patricia Pyper*

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1998

ORDER TIME : 9:28 AM

ORDER NO. : 083334-025

CUSTOMER NO: 4726231

CUSTOMER: Ms. Joanne Colica  
Uniforce Services, Inc.  
301 Yamato Road  
Suite 4160  
Boca Raton, FL 33431-4930

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 26 PM 4:00

*untn*  
*1/27*

FOREIGN FILINGS

000002727890--2

W98-29324

NAME: PRO SERVICES, 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: Angie Glisar

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59 DEC 31 AM 11:50  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 26, 1999

CSC

SUBJECT: PRO SERVICES, INC.  
Ref. Number: W98000029324

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name Pro services of Florida, Inc. is not available Simply adding of Florida does not constitute a difference.

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) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 799A00003440

99 JAN 26 PM 4:00

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**RESUBMIT**

Please give original  
submission date as file date.

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99 JAN 27 PM 3:07

DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 26, 1999

CSC

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Ref. Number: W98000029324

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Document Specialist

Letter Number: 799A00003440

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Arthur A. Feltman, do hereby certify  
(Name)

that this Resolution of the Board of Directors of PrO Services, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on December 14, 1998

Be it resolved, that PrO Services, Inc.  
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Comforce/Pro Services, Inc. for use in Florida

Dated: January 22, 1999

Arthur A. Feltman  
Signature of either Chairman, Vice Chairman or any officer

Arthur A. Feltman Assistant Secretary  
Type or print name

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DIVISION OF CORPORATIONS  
JAN 26 PM 4:10  
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. Pro Services, 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. applied for 11-346 4400  
(FEI number, if applicable)
4. December 11, 1998  
(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 817.155, F.S.))
7. 415 Crossways Park Drive  
Woodbury, NY 11797  
(Current mailing address)  
To engage in any act or activity for which corporations may be organized
8. \_\_\_\_\_  
(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 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.*

By: Dolores Burton Asst Secretary  
(Registered agent's signature)  
Dolores Burton, Asst. Sec.

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.

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NOT

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 attached officers/directors rider

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

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

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

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

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

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

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

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

President: See attached officers/directors rider

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

13. Arthur A. Feltman  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur A. Feltman, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

PrO Services, Inc. List of Officers/Directors

Officers:

Harry V. Maccarrone, President & CEO  
415 Crossway Park Drive  
Woodburty, NY 11797

Bob Baldwin, Vice President, Secretary, Treasurer and CFO  
415 Crossway Park Drive  
Woodburty, NY 11797

Robert F. Ende, Vice President/Controller  
415 Crossway Park Drive  
Woodburty, NY 11797

Andrew C. Reiben, Vice President, Asst. Treasurer and Asst Secretary  
415 Crossway Park Drive  
Woodburty, NY 11797

Arthur A. Feltman, Assistant Secretary  
415 Crossway Park Drive  
Woodburty, NY 11797

Director:

Harry V. Maccarrone  
415 Crossway Park Drive  
Woodburty, NY 11797

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DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRO SERVICES 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998.

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



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DIVISION OF CORPORATIONS  
99 JAN 26 PM 4:00

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12-28-98

*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: