

F99000000536



ACCOUNT NO. : 072100000032

REFERENCE : 083334 4726231

AUTHORIZATION : *Patricia Pysit*

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
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DIVISION OF CORPORATIONS
99 JAN 26 PM 4:00

mtm
1/27

FOREIGN FILINGS

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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

RECEIVED
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

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DIVISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 1999

CSC

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Letter Number: 799A00003440

99 JAN 26 PM 4: 00

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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

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)

8. To engage in any act or activity for which corporations may be organized
(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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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: _____

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)

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99 JAN 26 PM 4:00

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

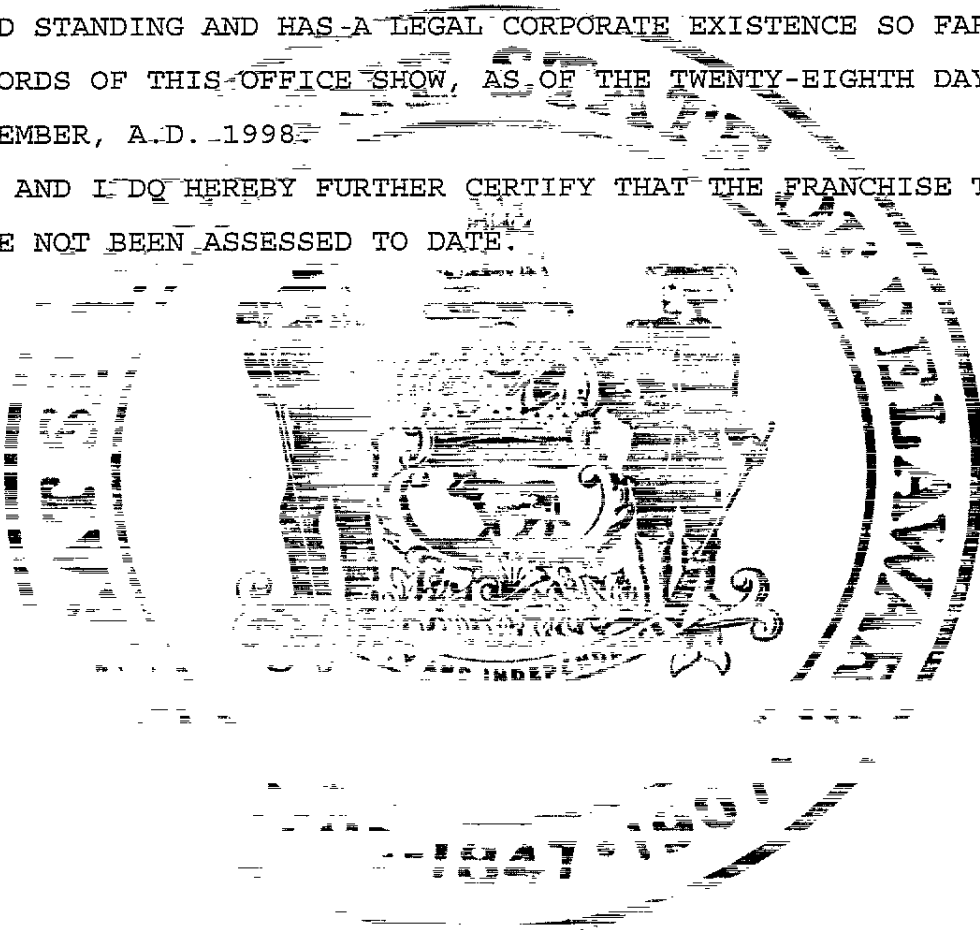
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DIVISION OF CORPORATIONS

Office of the Secretary of State

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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99 JAN 26 PM 4:00

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9489848
12-28-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: