



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 117130 5046676

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : January 29, 1999

ORDER TIME : 12:04 PM

ORDER NO. : 117130-010

CUSTOMER NO: 5046676

600002762266--5

CUSTOMER: Ms. Philicia G. Levinson
Headway Corporate Resources,
850 Third Avenue
11th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: HEADWAY CORPORATE STAFFING
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -2 PM 1:32

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RECEIVED
99 FEB -2 PM 12:53
DIVISION OF CORPORATION

**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. Headway Corporate Staffing 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 3. 13-3890933
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 16, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 317 Madison Ave.
New York, NY 10017
(Current mailing address)

8. temporary staffing
(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: 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

By: [Signature]
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached

Address: _____

Director: _____

Address: _____

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

President: _____

Address: see attached

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. Phylicia Benson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Phylicia Benson
Secretary
(Typed or printed name and capacity of person signing application)

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HEADWAY CORPORATE STAFFING SERVICES, INC. —

A DELAWARE CORPORATION

317 Madison Avenue

New York, NY 10017

3rd Floor

Employer I.D. Number: 13-3890933

Incorporated: May 16, 1996

Board of Directors

Gary S. Goldstein

Barry S. Roseman

Michael List

Irene Cohen

Ronald Wendlinger

Officers

Michael List, President

Irene Cohen, Vice Chairman and Vice President

Ronald Wendlinger, Vice Chairman and Vice President

Barry S. Roseman, Treasurer

Philicia G. Levinson, Secretary

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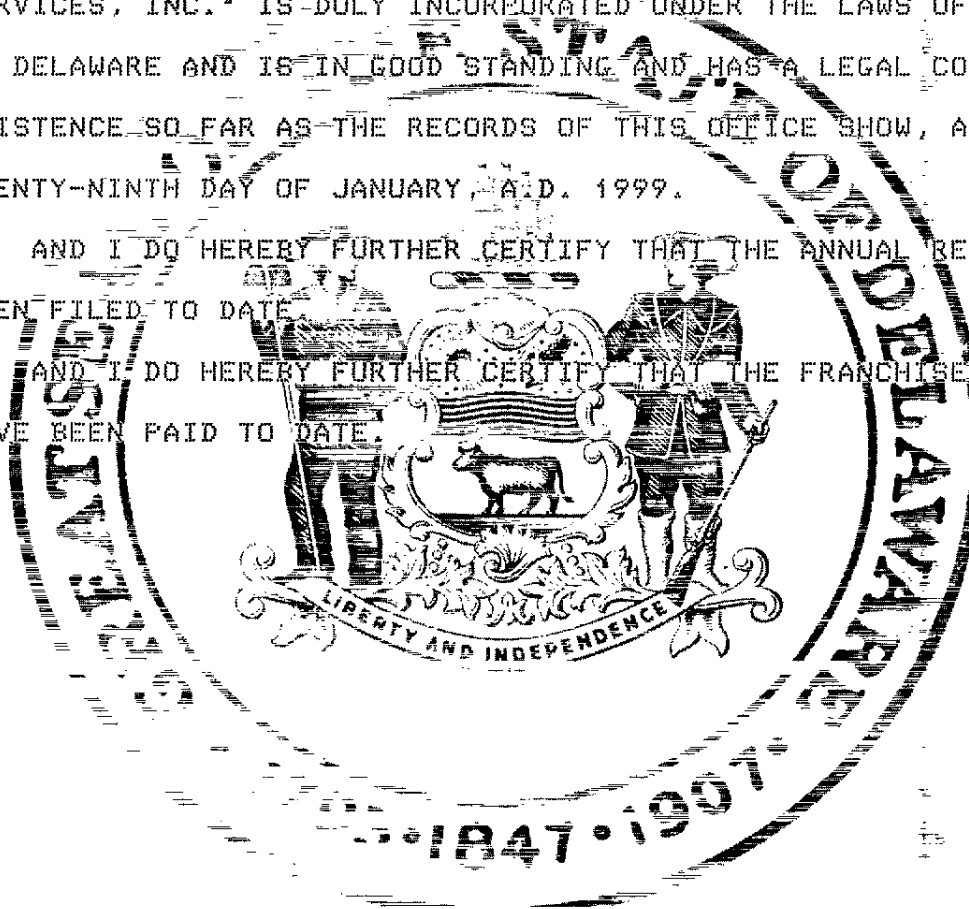
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEADWAY CORPORATE STAFFING 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-NINTH DAY OF JANUARY, A.D. 1999.

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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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2624517 8300

DATE: 9548993

991037835

01-29-99