



THE UNITED STATES
CORPORATION
COMPANY

F99000000777

ACCOUNT NO. : 072100000032

REFERENCE : 127167 4324856

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : February 8, 1999

ORDER TIME : 9:36 AM

ORDER NO. : 127167-005

CUSTOMER NO: 4324856

900002771259--6

CUSTOMER: Nancy Foley, Legal Asst
Pepper Hamilton LLP
Suite 400
1235 Westlakes Drive
Berwyn, PA 19312

FOREIGN FILINGS

NAME: TEAM HR SOLUTIONS, 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: Christopher Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 AM 10:45

mtm
2/10

RECEIVED
99 FEB 10 AM 9:54
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. TEAM HR SOLUTIONS, 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. 23-2984998
(FEI number, if applicable)
4. December 15, 1998
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1235 Westlakes Drive, Suite 310
Berwyn, PA 19312
(Current mailing address)
8. professional employment organization
(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: Carol K. Dole

(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.

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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: _____

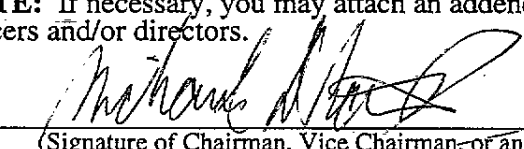
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. MICHAEL D. Piano, Jr.; Chairman Director
(Typed or printed name and capacity of person signing application)

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Attachment to Application for Foreign Qualification - Florida

12A. Directors: Michael A. DiPiano, Jr., Director
1235 Westlakes Drive, Suite 310
Berwyn, Pennsylvania 19312

Christopher J. Debbas, Director
1235 Westlakes Drive, Suite 310
Berwyn, Pennsylvania 19312

Gregory S. Campbell, Director
1235 Westlakes Drive, Suite 310
Berwyn, Pennsylvania 19312

12B. Officers: Michael A. DiPiano, Jr., President
1235 Westlakes Drive, Suite 310
Berwyn, Pennsylvania 19312

Andrew K. Janas, Treasurer and Secretary
1235 Westlakes Drive, Suite 310
Berwyn, Pennsylvania 19312

Kimberly Groff, Vice President, Human Resources and Assistant Secretary
1235 Westlakes Drive, Suite 310
Berwyn, Pennsylvania 19312

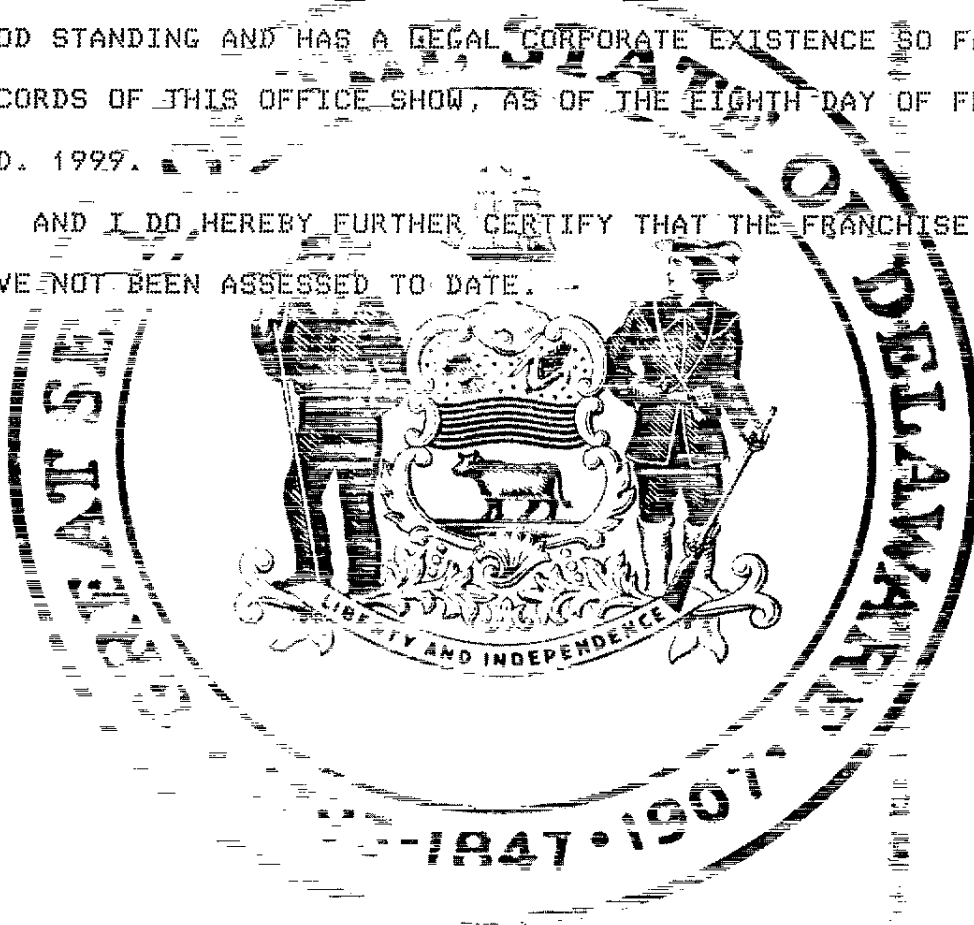
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEAM HR SOLUTIONS, 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 EIGHTH DAY OF FEBRUARY, A.D. 1999.

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

AUTHENTICATION:

2979437 8300

DATE:

9563828

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02-08-99