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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-02/25/99--01069--024
*****78.75 *****78.75

CORPORATION(S) NAME

IT Staffing Ltd., Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Name _____
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Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

02/25/99

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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. IT Staffing Ltd., 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. Ontario, Canada
(State or country under the law of which it is incorporated)
3. IRS Employer I.D. No.: 52-209927
(FEI number, if applicable)
4. February 11, 1994
(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. 55 University Avenue
Toronto, Ontario, Canada M5J 2H7
(Current mailing address)
8. For any lawful purpose under the laws of the Province of Ontario
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Pat Nolan
(Registered agent's signature)

Patrick A. Nolan
Assistant Secretary

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 Exhibit 1 attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____ See Exhibit 2 attached hereto

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)

Declan French

14. _____
 Chairman, President and Chief Executive Officer
 (Typed or printed name and capacity of person signing application)

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EXHIBIT 1 - DIRECTORS

1. Declan French, Chairman of the Board of Directors, 55 University Avenue, Toronto, Ontario, Canada M5J 2H7
2. Lloyd Maclean, Director, 55 University Avenue, Toronto, Ontario, Canada M5J 2H7

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EXHIBIT 2 - OFFICERS

1. Declan French, President and Chief Executive Officer, 55 University Avenue, Toronto, Ontario, Canada M5J 2H7
2. John R. Wilson, President of Systemsearch Consulting Services, Inc., 55 University Avenue, Toronto, Ontario, Canada M5J 2H7
3. John A. Irwin, President of International Career Specialists Ltd., 55 University Avenue, Toronto, Ontario, Canada M5J 2H7
4. Lloyd Maclean, Chief Financial Officer, 55 University Avenue, Toronto, Ontario, Canada M5J 2H7
5. John J. Silver, Senior Vice President

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Request: 001913503
Demande: 001913503
Transaction ID: 10915896
Transaction n°: 10915896
Category ID: CT
Catégorie: CT

Province of Ontario
Province de l'Ontario
Ministry of Consumer and Commercial Relations
Ministère de la Consommation et du Commerce
Companies Branch
Direction des compagnies

Date Report Produced: 1999/02/18
Document produit le: 1999/02/18
Time Report Produced: 12:45:37
Imprimé à: 12:45:37

Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies,

IT STAFFING LTD.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

001065259

is a corporation incorporated,
amalgamated or continued under
the laws of the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

FEBRUARY 11 FÉVRIER, 1994

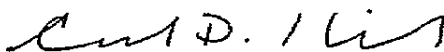
and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

FEBRUARY 18 FÉVRIER, 1999



Director
Directrice

The issuance of this certificate in electronic form is authorized by the Director of Companies Branch.
La délivrance du présent certificat sous forme électronique est autorisée par la Directrice de la Direction des compagnies.

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DIVISION OF CORPORATIONS
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