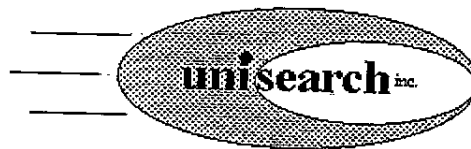


F99000001783

FILING REQUEST

March 30, 1999

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



200002825842--2
-04/01/99--01020--005
*****70.00 *****70.00

Type of Filing:	Qualification
Subject(s):	Project Management Solutions, Inc.
Form(s) Enclosed:	Application by Foreign Corporation for Authorization to Transact Business in Florida Transmittal Letter
Supporting Document(s):	Certificate of Good Standing
Check Enclosed:	Check #2544 for \$70.00
Return Via:	Priority Mail - Envelope Enclosed
Filing Method:	Routine

PLEASE RETURN TO: Unisearch, Inc.
1295 Bandana Blvd. N, Suite 300
St. Paul, MN 55108

Please call me at 1-800-227-1256 if there are any questions.

Thank you!
Beth Perrizo

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 1 PM 12:36
12 4/6

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. PROJECT MANAGEMENT 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2210377
(FEI number, if applicable)
4. 1-16-96
(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. P.O. Box 28129
Atlanta, GA 30358
(Current mailing address)
8. Telecommunication Services
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

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.

Beth Perrizo (Registered agent's signature) Asst. 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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DIVISION OF CORPORATIONS
98 APR -1 PM 12:36

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 ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED ADDENDUM

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

14. Alison Schneider, President
(Typed or printed name and capacity of person signing application)

PROJECT MANAGEMENT SOLUTIONS, INC.

Officers and Directors

President, Secretary, Director

Alison Schneider

P.O. Box 28129, Atlanta, GA 30358
6075 Roswell Road, Suite 319, Atlanta, GA 30328

CEO, Treasurer

Karen Goldman

P.O. Box 28129, Atlanta, GA 30358
6075 Roswell Road, Suite 319, Atlanta, GA 30328

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90821426
CONTROL NUMBER : K602408
DATE INC/AUTH/FILED : 01/16/1996
JURISDICTION : GEORGIA
PRINT DATE : 03/23/1999
FORM NUMBER : 211

UNISEARCH, INC.
BETH PERRIZO
1295 BANDANA BLVD. N., SUITE 300
ST. PAUL MN 55108

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

PROJECT MANAGEMENT SOLUTIONS, INC. A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.


CATHY COX
SECRETARY OF STATE

