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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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-05/10/99--01099--002
*****70.00 *****70.00

SUBJECT: Staffing Solutions Group, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Harry Griendling
(Name of Person)
Staffing Solutions Group, Inc.
(Firm/Company)
7 Great Valley Parkway, Suite 210
(Address)
Malvern, Pa 19355
(City/State/Zip)

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99 JUL 12 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Neil A. Dabaqian or Tony Palmer at (610)272-4700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

GC
7-12-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

HARRY GRIENGLING
STAFFING SOLUTIONS GROUP, INC.
7 GREAT VALLEY PARKWAY SUITE 210
MALVERN, PA 19355

SUBJECT: STAFFING SOLUTIONS GROUP, INC.
Ref. Number: W99000010987

We have received your document for STAFFING SOLUTIONS GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 299A00025729

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TALLAHASSEE, FLORIDA

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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. Staffing Solutions Group, 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. Pennsylvania 3. 23-2753178
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/03/94 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7 Great Valley Parkway, Suite 210
Malvern, Pa 19355
(Current mailing address)

8. Consulting 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: CT Corporation Systems
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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TALLAHASSEE, FLORIDA

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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.

Korri A Behler
(Registered agent's signature) **KORRI A. BEHLER**
Special 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.

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: _____

Address: _____

Director: _____

Address: _____

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

President: Harry Griendling

Address: 1508 Quaker Way

Chester Springs, Pa 19425

Vice President: Richard Dempster

Address: 481 Stella Drive

Hockessin, De 19707

Secretary: Edward Nangle

Address: 1269 Montgomery Ave

Wynnewood, Pa 19355

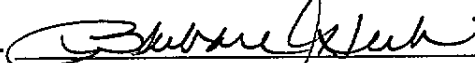
Treasurer: Barbara Herbein

Address: 1551 Glenmar Drive

Pottstown, Pa 19465

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TALLAHASSEE, FLORIDA

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. Barbara A. Herbein, Treasurer
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 10, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

STAFFING SOLUTIONS GROUP, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim D'Amico

Secretary of the Commonwealth

DPOS