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FOREIGN PROFIT QUALIFICATION
CROSS COUNTRY STAFFING, INC.

Certificate of Status	1
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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. Cross Country Staffing, 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. applied for
(FEL number, if applicable)
4. May 20, 1999
(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. c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022
(Current mailing address)
8. Anything lawful under the laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in 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 Elys 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 Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) as its agent
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.
Marcy-Hahn Saperstein, Esq. FL Bar No. 0082643
Proskauer Rose LLP
2255 Glades Road, Suite 340W
Boca Raton, FL 33431 561/995-4774
12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director / Chairman

~~Chairman~~ Thomas C. DircksAddress: c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022

Director

~~Chairman~~ Lori LiversAddress: c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022

Director: A. Lawrence Facin

Address: c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022~~Director~~

Address:

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

Senior Vice

President: Phyllis Haberman

Address: c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022

Vice President: Lori Livers

Address: c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022

Secretary: Stephen Rubin

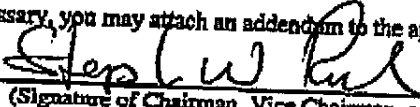
Address: c/o Charterhouse Group International, Inc.
535 Madison Avenue
New York, NY 10022

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.

Stephen Rubin, Secretary

(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CROSS COUNTRY STAFFING, 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-EIGHTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9890234

07-28-99

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