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September 3, 1999

BY FEDERAL EXPRESS

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

Re: Stafflink, Inc.

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence from the State of Delaware and a check in the amount of \$78.75 (registration fee and certificate of status) are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Norma Oreschnigg
Doherty, Doherty & Adams, L.L.P.
1717 St. James Place, Suite 520
Houston, TX 77056

800002979358--7
-09/07/99-01063-014
*****78.75 *****78.75

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

Norma Oreschnigg at 713 572-1000

Very truly yours,

Norma L. Oreschnigg

Norma L. Oreschnigg
Legal Assistant

/nlo
Enclosures

FILED
99 SEP -7 AM 9:10
TALLAHASSEE, FL 32399

SL
9-15-99

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:

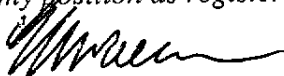
1. STAFFLINK, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. TEXAS
(State or country under the law of which it is incorporated)
3. 76-0413231
(FEI number, if applicable)
4. SEPTEMBER 15, 1993
(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. 1800 BERING, SUITE 801
HOUSTON, TX 77057-3129
(Current mailing address)
8. PERSONNEL SERVICES
9. (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: C T 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.



E. A. Wallace (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.

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: WILLIAM T. PITTS

Address: 1800 BERING, SUITE 801

HOUSTON, TX 77057

Director: KAREN PITTS

Address: 1800 BERING, SUITE 801

HOUSTON, TX 77057

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

President: ISAAC A. STEELE

Address: 1800 BERING, SUITE 801

HOUSTON, TX 77057

Vice President: EXECUTIVE VICE PRESIDENT - KAREN PITTS

Address: 1800 BERING, SUITE 801

HOUSTON, TX 77057

Secretary: & TREASURER - WILLIAM T. PITTS


Address: 1800 BERING, SUITE 801

HOUSTON, TX 77057

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. Isaac A. Steele, President
(Typed or printed name and capacity of person signing application)

99 SEP 7 AM 9:10
FILED
SECRETARY OF STATE
ALABAMA



The State of Texas

SECRETARY OF STATE


IT IS HEREBY CERTIFIED that
Articles of Incorporation of

STAFFLINK, INC.
File No. 1283526-0

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on August 30, 1999.*



 DLM

Elton Bomer
Secretary of State