

F99000005681

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Staf U.S.A., Inc.

(Name of Corporation - must include suffix)

700003020957--4
-10/21/99-01065-006
*****78.75 *****78.75

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:

Twana Griffith
(Name of Person)
Staf U.S.A., Inc.
(Firm/Company)
100 Commercial Circle, Bldg. B
(Address)
Conroe, Texas 77304

99 NOV - 3 PM 2:00
DIVISION OF CORPORATIONS

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

W99-24694

Twana Griffith at (409) 756-1980
(Name of Person) (Area code & Daytime Telephone Number)

STREET ADDRESS:

MAILING ADDRESS:

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

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 26, 1999

TWANA GRIFFITH
STAF USA, INC.
100 COMMERCIAL CIRCLE BLDG B
CONROE, TX 77304

SUBJECT: STAF U.S.A., INC.
Ref. Number: W99000024694

99 NOV 13 PM 2:00
DIVISION OF CORPORATIONS
FILE STATIONS

We have received your document for STAF U.S.A., INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 799A00051461

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Virginia Lee Johnson, do hereby certify
(Name)

that this Resolution of the Board of Directors of Staf U.S.A., Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Texas,
was duly adopted on June 17, 19 94.

Be it resolved, that Staf U.S.A., Inc.
(Corporate Name)

organized and existing in the State of Texas, hereby adopts the name
Staf U.S.A., Inc, of Texas for use in Florida

Dated: 11/01/99


Signature of either Chairman, Vice Chairman or any officer

Virginia Lee Johnson
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 PM 2:00

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. Staf U.S.A., 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 3. 76-0327166
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/24/90 5. "perpetual"
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. not applicable, no business transacted in the State of Florida at present
(Date first transacted business in Florida.) (SEE SECTIONS 607-1501, 607.1502 and 817.155, F.S.)

7. 100 Commercial Circle, Bldg. B
Conroe, Texas 77304
(Current mailing address)

8. Employee Leasing
(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: CT Corporation System
Office Address: c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324
(Zip code)

99 NOV - 3 PM 2:00
FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS

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.


(Registered agent's signature) E.A. Wallace, 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: _____

Address: _____

Director: _____

Address: _____

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

President: Emmitt Franklin Fagan

Address: 8507 Cuesta Court

Austin, Texas 78730

Vice President: Virginia Lee Johnson

Address: 217 Tupelo

Conroe, Texas 77304

Secretary: James Franklin Fagan

Address: 23115 Eastgate Village Dr.

Spring, Texas 77373

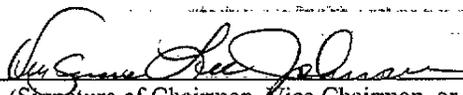
Treasurer: Virginia Lee Johnson

Address: 217 Tupelo

Conroe, Texas 77304

99 NOV -3 PM 2:00
STATE OF TEXAS
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Virginia Lee Johnson
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

STAF U.S.A., INC.
File No. 1170263

FILED IN THE STATES
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 PM 2:00

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 October 12, 1999.*

Elton Bomer
Secretary of State

BAM