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MJH

June 2, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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***125.00 ***125.00

W-14512

Specialty

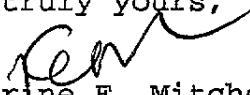
Re: OPTIONS SPECIALTY STAFFING, LLC

Enclosed herein please find the original and a copy of the Application by Foreign LLC for Authorization to Transact Business in Florida for the above named NEW YORK LLC. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$125.00, including the \$25.00 Registered Agent Designation.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,


Katherine E. Mitchell
Legal Assistant

LAK/ss
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 AM 9:59



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 2000

KATHERINE E. MITCHELL
GERALD WEINBERG, P.C.
90 STATE STREET
ALBANY, NY 12207

SUBJECT: OPTIONS SPECIALTY STAFFING, LLC
Ref. Number: W00000014512

We have received your document for OPTIONS SPECIALTY STAFFING, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00032511

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. OPTIONS SPECIALTY STAFFING, LLC
(Name of foreign limited liability company)

2. NEW YORK 3. 13-4101136
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. JANUARY 6, 2000 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. JUNE 30, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 40 EXCHANGE PLACE, 8TH FLOOR, NEW YORK, NEW YORK 10005
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

40 EXCHANGE PLACE, 8TH FLOOR, NEW YORK, NEW YORK 10005

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 AM 9:59

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: TEMPORARY PERSONNEL,
PAYROLLING AND ALL LAWFUL PURPOSES

Gerard Olbeter
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
GERARD OLBETER, MANAGING MEMBER
Typed or printed name of signer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

OPTIONS SPECIALTY STAFFING, LLC

2. The name and the Florida street address of the registered agent and office are:

Geraldine Jerico

(Name)

625 17th Street

Florida street address (P.O. Box NOT ACCEPTABLE)

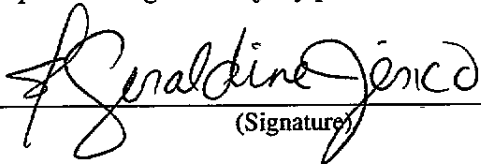
Vero Beach

FL

32960

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

**State of New York } ss:
Department of State**

I hereby certify, that EXPLORER STAFFING SOLUTIONS, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 01/06/2000, and that the Limited Liability Company is subsisting so far as shown by the records of the Department.

A Certificate of Amendment EXPLORER STAFFING SOLUTIONS, LLC, changing its name to OPTIONS SPECIALTY STAFFING, LLC, was filed 01/20/2000.

The Limited Liability Company has not filed Affidavits of Publication under the Limited Liability Company Law.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of June
two thousand.*

A handwritten signature in black ink, appearing to read "J. Leub", written over a horizontal line.

Special Deputy Secretary of State