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REFERENCE : 862528 5045327

AUTHORIZATION :

COST LIMIT :

\$285.00
Patricia P. J. 6/19/98

ORDER DATE : June 19, 1998

ORDER TIME : 1:55 PM

ORDER NO. : 862528-005

CUSTOMER NO: 5045327

CUSTOMER: Darrick Grimes, Legal Asst
Christy & Viener
620 Fifth Avenue

New York, NY 10020

400002566774--8

FOREIGN FILINGS

NAME: HEADWAY CORPORATE STAFFING
SERVICES OF FLORIDA, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

Name	mbt
Availability	mbt
Document Examiner	mbt
Updater	mbt
Verifier	mbt
Acknowledgement	mbt
W. P. Verifier	mbt

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98 JUN 19 PM 3:37

RECEIVED
98 JUN 19 PM 2:53
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**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. HEADWAY CORPORATE STAFFING SERVICES OF FLORIDA, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. DELAWARE 3. 13-4008388
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. JUNE 2, 1998 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. JUNE 22 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 14750 NW 77TH CT, SUITE 205
MIAMI LAKES, FL 33016
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>MICHAEL LIST</u>	<u>MGR</u>	<u>PHILICIA LEVINSON</u>	<u>MGR</u>
<u>317 MADISON AVE</u>		<u>850 THIRD AVE</u>	
<u>NEW YORK, NY 10017</u>		<u>NEW YORK, NY 10022</u>	
<u>GARY KANLER</u>	<u>MGR</u>	<u>BARRY ROSEMAN</u>	<u>MGR</u>
<u>14750 NW 77TH CT, STE 205</u>		<u>850 THIRD AVE</u>	
<u>MIAMI LAKES, FL 33016</u>		<u>NEW YORK, NY 10022</u>	
<u>HILARY BENONI</u>	<u>MGR</u>		
<u>14750 NW 77TH CT STE 205</u>			
<u>MIAMI LAKES, FL</u>			
<u>33016</u>			

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEADWAY CORPORATE STAFFING SERVICES OF FLORIDA, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JUNE, A.D. 1998.

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

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06-10-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: HEADWAY CORPORATE STAFFING SERVICES
OF FLORIDA, L.L.C.

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 Bays Street

(P.O. Box not acceptable)

Tallahessee, Florida 32301

(City/State/Zip)

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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.

By:

Gail Sheehy, as agent

(Signature)


(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of HEADWAY CORPORATE
STAFFING SERVICES OF FLORIDA, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ —. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00. This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
(In accordance with section 608.409(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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Filing Fee: \$ 52.50 for Affidavit