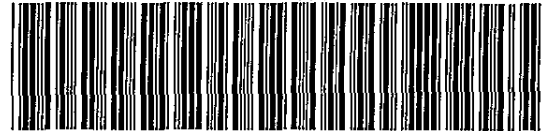


**F03000001898**

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TALLAHASSEE, FLORIDA



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(Requestor's Name)

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

March 11, 2003

MICHELLE KALCHELEIN  
4625 S. WENDLER DR.  
SUITE 204  
TEMPE, AZ 85282

SUBJECT: MANAGESTAFF, INC.  
Ref. Number: W03000006989

We have received your document for MANAGESTAFF, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging.

The document must have original signatures.

Section 607.0120(4), 617.01201, or 608.4081, Florida Statutes, requires all corporate documents to be typewritten or printed in ink.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 203A00015301

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03 APR 15 AM 8:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Manage Staff, Inc.  
(Name of corporation - must include suffix)

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:

Michelle Kaechelein  
(Name of Person)

Manage Staff, Inc.  
(Firm/Company)

4625 S. Wendler Drive, Ste. 204  
(Address)

Tempe AZ 85282  
(City/State and Zip code)

For further information concerning this matter, please call:

Michelle Kaechelein (602) 431 8424  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration 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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

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.

03 APR 15 AM 8:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA

1. Manage Staff, 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. Arizona 3. 86 0929183

(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/2/98 5. Perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4625 S. Wendler Drive, Ste 204 Tempe AZ 85282

(Principal office address)

same

(Current mailing address)

8. Offsite Human Resources - process payroll; handle HR for small to med. business

(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: Business Filings Incorporated

Office Address: 1000 West Avenue, Suite 1114

Miami Beach, Florida 33139

(City) (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.

[Signature]

(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Lori L O'Keefe

Address: 9075 S. Terrace Road  
Tempe, AZ 85284

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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. Lori L O'Keefe - President  
(Typed or printed name and capacity of person signing application)

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03 APR 15 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF ARIZONA

FILED  
FEB 15 AM 8:32  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



Office of the  
**CORPORATION COMMISSION**

**CERTIFICATE OF GOOD STANDING**

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

**\*\*\*MANAGESTAFF, INC.\*\*\***

a domestic corporation organized under the laws of the State of Arizona, did incorporate on September 2, 1998.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 5th Day of February, 2003, A. D.



EXECUTIVE SECRETARY

BY: 