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TALLAHASSEE, FLORIDA

J. Shivers AUG 29 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: BPO Management Services, 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:

Donald W Rutherford, CFO
(Name of Person)

BPO Management Services, Inc.
(Firm/Company)

1290 N Hancock St, Suite 202
(Address)

Anaheim Hills, CA 92807
(City/State and Zip code)

For further information concerning this matter, please call:

Don Rutherford at (714) 974-2670
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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. BPO Management Services, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 22-2356861
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 26, 2005 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. none
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1290 N Hancock St, Suite 202, Anaheim Hills, CA 92807
(Principal office address)

- same -
(Current mailing address)

8. Engage in any lawful act
(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 NOT acceptable)

Name: NATIONAL CORPORATE RESEARCH, LTD., INC.

Office Address: 515 East Park Avenue

Tallahassee, Florida 32301
(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.

[Handwritten signature]

(Registered agent's signature)

A.P. Polizzi, Ass't Sec'y

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Patrick Dolan

Address: 1290 N Hancock St, Suite 202, Anaheim Hills, CA 92807

Vice Chairman: _____

Address: _____

Director: Dale Paisley

Address: 1290 N Hancock St, Suite 202, Anaheim Hills, CA 92807

Director: Russell Cleveland

Address: 1290 N Hancock St, Suite 202, Anaheim Hills, CA 92807

B. OFFICERS

President: James Cortens

Address: 1290 N Hancock St, Suite 202, Anaheim Hills, CA 92807

Vice President: _____

Address: _____

Secretary: Donald Rutherford

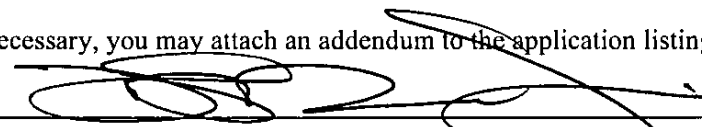
Address: 1290 N Hancock St, Suite 202, Anaheim Hills, CA 92807

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Donald Rutherford, Chief Financial Officer, Secretary
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BPO MANAGEMENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BPO MANAGEMENT SERVICES, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5720482

DATE: 05-31-07