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F97000005909

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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TSG Health Care Resources, Inc.

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**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. TSG Health Care Resources, 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. New Hampshire
(State or country under the law of which it is incorporated)
3. 04-3393409
(FEI number, if applicable)
4. October 1, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 92 Montvale Ave, Suite 4000, Stoneham, Massachusetts 02180-3635
(Current mailing address)
8. To engage in the business of providing temporary placement of personnell and consulting services in the health care industry.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

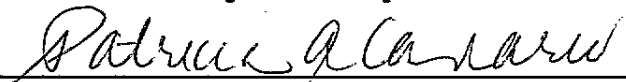
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephen I. Evanoff

Address: 92 Montvale Ave, Suite 4000
Stoneham, Massachusetts 02180-3635

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

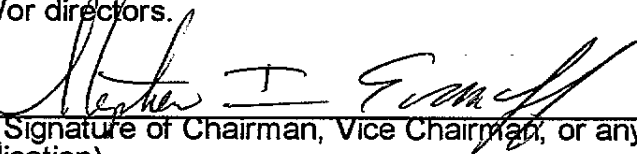
Secretary: _____

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. Stephen I. Evanoff, President _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
TSG Health Care Resources, Inc.**

1. Stephen I. Evanoff, President Treasurer and Secretary
92 Montvale Ave, Suite 4000
Stoneham, Massachusetts 02180-3635
2. Steven Cohen, Assistant Secretary
111 Amherst Street
Manchester, New Hampshire 03101
3. Yvette F. Drinkwater, Vice President
92 Montvale Ave, Suite 4000
Stoneham, Massachusetts 02180-3635

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State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that TSG HEALTH CARE RESOURCES, INC. (formerly OLLIE ENTERPRISES, INC.) is a New Hampshire corporation duly incorporated under the laws of the State of New Hampshire on October 1, 1997. I further certify that all fees required by the Secretary of State's office have been paid and that articles of dissolution have not been filed.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 4th day of November, A.D. 1997

William M. Gardner

William M. Gardner
Secretary of State



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