

F990000002532

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: In Staff, Inc. 800002869768--0
(Name of corporation - must include suffix) -05/10/99--01126--003
*****70.00 *****70.00

W99-11045

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:

Maggie Backer
(Name of Person)

Smith, Helms, Mulliss & Moore, LLP
(Firm/Company)

P.O. Box 31247 or 201 North Tryon Street
(Address)

Charlotte, NC 28231 or Charlotte, NC 28202
(City/State/Zip)

FILED
SECRETARY OF STATE
99 MAY 18 AM 9:50

Should you need to call someone concerning this matter, please call:

Maggie Backer
(Name of Person)

at (704) 343-2273
(Area Code & Daytime Telephone Number)

mtm
5/18

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 11, 1999

MAGGIE BACKER
SMITH, HELM, MULLISS & MOORE LLP
PO BOX 31247
CHARLOTTE, NC 28231

SUBJECT: IN STAFF, INC.
Ref. Number: W99000011045

We have received your document for IN STAFF, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 599A00025807

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DIVISION OF CORPORATIONS
99 MAY 18 AM 9:50

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. In 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. North Carolina 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 23, 1999 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. May 17, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. _____
6401 Carmel Road, Suite 204, Charlotte, NC 28226
(Current mailing address)

8. Corporate Staffing
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation Systems

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.


(Registered agent's signature)

ALLAN FARNELL
ASSISTANT SECRETARY

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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Director: Mary F. Fencil

Address: 6401 Carmel Road, Suite 204, Charlotte, NC 28226

Director: James K. Secunda

Address: 6401 Carmel Road, Suite 204, Charlotte, NC 28226

Director: David Secunda

Address: 6401 Carmel Road, Suite 204, Charlotte, NC 28226

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: James K. Secunda

Address: 6401 Carmel Road, Suite 204, Charlotte, NC 28226

Vice President: _____

Address: _____

Secretary: Deborah Secunda

Address: 6401 Carmel Road, Suite 204, Charlotte, NC 28226

Treasurer: James K. Secunda

Address: 6401 Carmel Road, Suite 204, Charlotte, NC 28226

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)

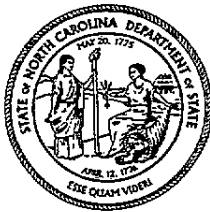
14. _____

James K. Secunda, President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 18 AM 9:50

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

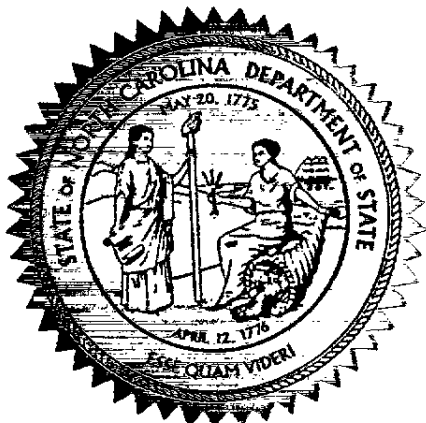
I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

IN STAFF, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 23rd day of April, 1999, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

FILED
SECRETARY OF STATE
DIVISION



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 27th day of April, 1999.

Elaine F. Marshall

Secretary of State