



THE UNITED STATES
CORPORATION
COMPANY

F99000005164

ACCOUNT NO. : 072100000032

REFERENCE : 393655 4726231

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -5 PM 3:05

ORDER DATE : September 30, 1999

ORDER TIME : 10:17 AM

300003005503-19

ORDER NO. : 393655-005

CUSTOMER NO: 4726231

CUSTOMER: Ms. Teresa Marando
Uniforce Services, Inc.
301 Yamato Road
Suite 4160
Boca Raton, FL 33431-4930

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -5 PM 3:05

FOREIGN FILINGS

NAME: COMFORCE OPERATING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

DPK
10/5/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT -5 /11/0:42

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 5, 1999

MIMI STEPHENS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: COMFORCE OPERATING, INC.
Ref. Number: W99000022997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT -5 PM 3:05

We have received your document for COMFORCE OPERATING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please note that the FEI Number listed in Item 3 has 10 DIGITS. It should only have NINE.

ALSO, please note that the certificate from Delaware appears to be for COMFORCE TECHNICAL SERVICES, INC. We need a certificate for COMFORCE OPERATING, INC.,

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 699A00048347

RECEIVED
99 OCT -6 PM 12:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
mission time as file do

**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.*

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DIVISION OF CORPORATIONS
OCT -5 PM 3:05

1. Comforce Operating, 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. Delaware
(State or country under the law of which it is incorporated)
3. 11-3107855
(FEI number, if applicable)
4. 10/29/97
(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 817.155, F.S.)
7. 415 Crossways Park Drive
Woodbury, New York 11797
(Current mailing address)
8. supplemental staffing 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: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Georgianna McGinnis
(Registered agent's signature)

Georgianna McGinnis, Asst. 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)

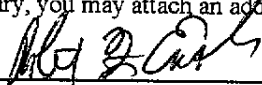
~~Chairman~~ John Fanning
~~XXXXXX~~ Harry Maccarrone ALL AT:
Michael Madden 415 Crossways Park Drive
~~XXXXXXXXXXXX~~ Keith Goldberg Woodbury, New York 11797
~~Address:~~ Daniel Raynor
~~XXXXXX~~ Gordon Robinett
~~XXXXXXXX~~ Kenneth J. Daley
Address: _____
Director: _____
Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT - 5 PM 3: 05

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

President: John Fanning
Address: same as above
Vice President: Robert Ende; Robert Baldwin; Harry Maccarrone
Address: same as above
Secretary: Harry Maccarrone
Address: same as above
Treasurer: Robert Baldwin
Address: same as above

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. Robert Ende, Vice President
(Typed or printed name and capacity of person signing application)

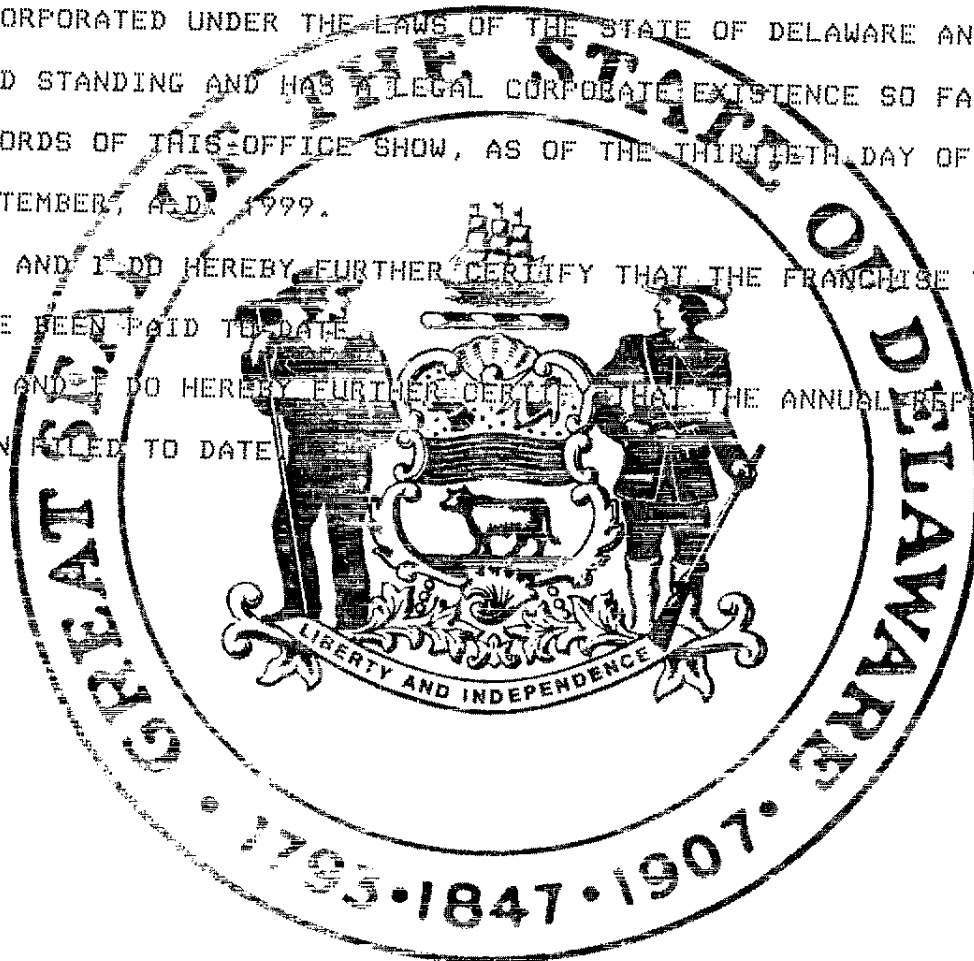
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMFORCE OPERATING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, A.D. 1999.

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.



FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 OCT 5 PM 3:05



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2814742 8300

DATE: 0001687

991412887

09-30-99