

State of Idaho

Department of State

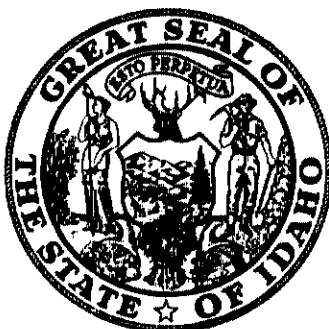
CERTIFICATE OF AUTHORITY OF

THE SYSTEMS GROUP, INC. dba TSG TECHNICAL SERVICES

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE SYSTEMS GROUP, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to THE SYSTEMS GROUP, INC. to transact business in this State under the name TSG TECHNICAL SERVICES and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 6, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is The Systems Group, Inc.
2. The name which it shall use in Idaho is TSG TECHNICAL SERVICES
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of New Hampshire
4. The date of its incorporation is June 2, 1980 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Airpark Business Center, 340 Harvey Road, Manchester, NH 03101
6. The address to which correspondence should be addressed, if different from that in Item 5.
7. The street address of its proposed registered office in Idaho is 300 North 6th Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Locating contract computer consultants and providing
temporary help in the computer and healthcare industry.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19930506 0900 72767 2
CK #: 15917 CUST# 1
CORPORATIO 10 70.00= 70.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
(see attached)		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: MARCH 24, 1993

The Systems Group, Inc.
(Corporation name)
By John H. Watson
Its President/Officer (please specify)
and Richard P. Thompson
Its Secretary/Assistant Secretary (please specify)

STATE OF New Hampshire)
) ss:
COUNTY OF Hillsborough)

I, KAREN FARNHAM, a notary public, do hereby certify that on
this 24TH day of MARCH, 19 93, personally appeared before
me JOHN H WATSON JR, who being by me first duly sworn, declared that (s)he
is the PRESIDENT of The Systems Group, Inc.

that (s)he signed the foregoing documents as PRESIDENT of the corporation and that
the statements therein contained are true.

Karen Farnham 4/14/93
Notary Public

RIDER

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	John H. Watson, Jr.	Airpark Business Center 340 Harvey Road Manchester, NH 03103
Senior VP	Stephen I. Evanoff	Airpark Business Center 340 Harvey Road Manchester, NH 03103
Treasurer, Secretary, Executive VP	Richard P. Merriam	Airpark Business Center 340 Harvey Road Manchester, NH 03103
Directors:	John H. Watson, Jr.	Airpark Business Center 340 Harvey Road Manchester, NH 03103
..	Stephen I. Evanoff	Airpark Business Center 340 Harvey Road Manchester, NH 03103
	Richard P. Merriam	Airpark Business Center 340 Harvey Road Manchester, NH 03103

Certified Copy of Resolution

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CORPORATION ADOPTING A FICTITIOUS
NAME FOR USE IN THE STATE OF IDAHO

I, the undersigned RICHARD P MERRIAM, do hereby
certify that the following is a true, complete and correct copy of a certain reso-
lution of the Board of Directors of The Systems Group, Inc., a corporation duly
organized and existing under the laws of the State of New Hampshire, which
resolution was duly adopted at a duly called meeting of the said Board, held on
JULY 24, 1993, a quorum being present, and is set forth in the minutes of
said meeting; that I am the keeper of the corporate seal and of the minutes and
records of this corporation and the said resolution has not been rescinded or
modified:

"RESOLVED that The Systems Group, Inc.,
organized and existing in the State of
New Hampshire, hereby adopts
the name TSG TECHNICAL SERVICES & TSG Health Care Resources
for use in the State of Idaho for all purposes;
and further resolved that the officers of the
corporation are authorized and directed to take
all steps that they deem necessary and appro-
priate to qualify the corporation to do business
within the State of Idaho under the name
TSG TECHNICAL SERVICES."

Dated MARCH 22, 1993.

The Systems Group, Inc.

By _____

Its

President

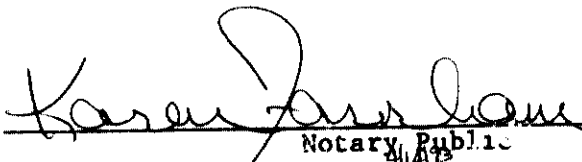
and 

Its

Secretary

STATE OF New Hampshire)
) ss:
COUNTY OF HILLSBOROUGH)

I, KAREN FARNHAM, a notary public, do hereby
certify that on this 22ND day of MARCH, 1993,
personally appeared before me RICHARD P MERRIAM, who being by me first
duly sworn, declared that he is the TREASURER/SECRETARY of
The Systems Group, Inc.,
that he signed the foregoing document as TREASURER/SECRETARY of the
corporation and that the statements therein contained are true.


Notary Public
4/1/93

State of New Hampshire

Department of State

RECEIVED
SEC. OF STATE

93 MAY 6 AM 8 50
CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that THE SYSTEMS GROUP, INC. is a New Hampshire corporation formed on June 2, 1980. I further certify that all fees and annual reports required by the Secretary of State's office have been received 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 30th day of April, 1993.

William M. Gardner

William M. Gardner
Secretary of State

