

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

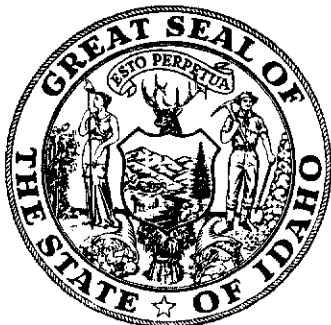
UNIFIED MANAGEMENT OF R.I., INC.

File number C 115994

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of UNIFIED MANAGEMENT OF R.I., 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 UNIFIED MANAGEMENT OF R.I., INC. to transact business in this State under the name UNIFIED MANAGEMENT OF R.I., INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 6, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alta Sible*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

Aug 6 8 21 AM '96
to the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Unified Management of RI, Inc.
2. The name which it shall use in Idaho is Same As Above
3. It is incorporated under the laws of R.I.
January 3, 1994
4. Its date of incorporation is R.I. and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1420 Mineral Spring Avenue N. Providence RI 02904
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its registered office in Idaho is 300 N. 6th Street Boise, Idaho
_____, and its registered agent in Idaho at that address is CT Corporation
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Employee Leasing
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Robert F. Munro</u>	<u>President</u>	<u>1030 N. State Pkwy Unit 45L</u> <u>Chicago, IL 60611</u>
<u>Gregory Ayrassian</u>	<u>E. Vice President</u>	<u>119 Tupelo Hill Drive</u> <u>Cranston, RI 02920</u>
<u>Gregory Ayrassian</u>	<u>Secretary</u>	<u>same as above</u>
<u>Melanie Krikorian</u>	<u>Treasurer</u>	<u>8 Michael Drive</u> <u>Lincoln, RI 02865</u>
_____	_____	_____
_____	_____	_____

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

Dated: 6/10/96

Unified management of RI INC
(Corporation name)

By Gregory Ayrassian
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

IDAH0 SECRETARY OF STATE
Secretary of State, use only
DATE 06/17/1996 0900 70821

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CX #: 2421 CUST# 68358

AUTH PRO

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State of Rhode Island and Providence Plantations
James R. Langevin
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

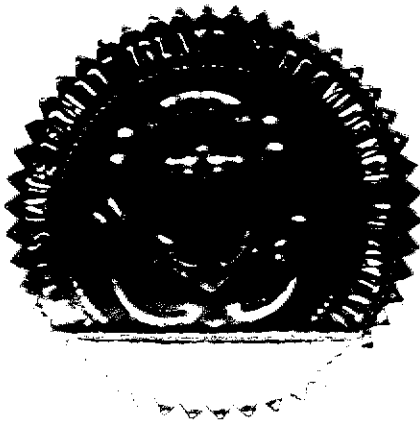
AUG 6 8 21 AM '96
SECRETARY OF STATE
STATE OF IDAHO

I, JAMES R. LANGEVIN, Secretary of State of the State of Rhode Island and Providence Plantations, HEREBY CERTIFY that

Unified Management of R.I., Inc.

a Rhode Island corporation, filed original Articles of Incorporation in this office on the third day of January, A.D. 1994; and

I FURTHER CERTIFY that said corporation is now of record and in good standing in this office.



IN TESTIMONY WHEREOF,
I have hereunto set my hand
and affixed the seal of the
State of Rhode Island this
third day of July, A.D. 1996

James R. Langevin

Secretary of State

Willy E. Proctor

Acting Deputy Secretary of State



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SECRETARY OF STATE
STATE OF IDAHO

Unified Management Corp.
One East Wacker Drive
Chicago, Illinois 60601
Phone 312-828-9480
Fax 312-828-9490

June 26, 1996

Ms. Sally Clark
Secretary of State
State of Idaho
700 W. Jefferson
P.O. Box 83720
Boise, ID 83720-0080

Dear Ms. Clark:

Please be advised that Unified Management Corporation gives its consent to Unified Management of Rhode Island, Inc. to do business in Idaho under the common name of Unified Management.

If you have any questions, please do not hesitate to call.

Sincerely,

Robert F. Munro, Jr.
President & CEO

RFM/slm

cc: Unified Management of R.I., Inc.