



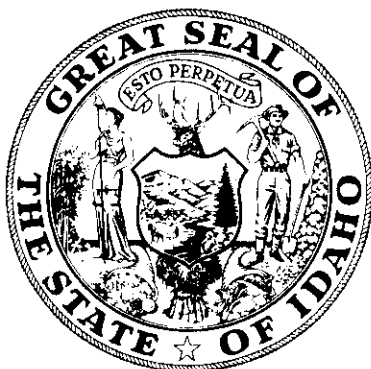
Department of State.

**CERTIFICATE OF AUTHORITY
OF
CONTRACT STAFFING OF AMERICA, INC.**

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

Dated April 22, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 CONTRACT STAFFING OF AMERICA, INC.
2. *The name which it shall use in Idaho is CONTRACT STAFFING OF AMERICA, INC.
3. It is incorporated under the laws of California
4. The date of its incorporation is July 15, 1974 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 17601 E. 17th St., Tustin, CA 92680
6. The 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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Contract Staffing services
CSA is a professional services corporation.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>William Morland</u>	<u>President & Director</u>	<u>17601 E. 17th St., Tustin, CA 92680</u>
<u>William Strout</u>	<u>Secretary & Director</u>	<u>(SAME ADDRESS FOR ALL)</u>
<u>Donald Burhans</u>	<u>Vice President & Director</u>	
<u>Sam Devitt</u>	<u>Director</u>	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000,000</u>	<u>Common</u>	<u>.01</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
685,900	Common	.01

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 30th, 19 81

CONTRACT STAFFING OF AMERICA, INC.

By William Morland
William Morland

Its _____ President

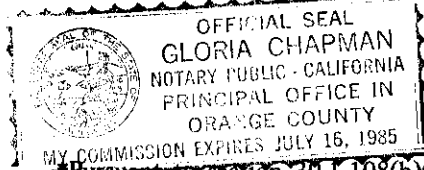
and William Strout
William Strout

Its _____ Secretary

STATE OF CALIFORNIA)
) ss:
COUNTY OF ORANGE)

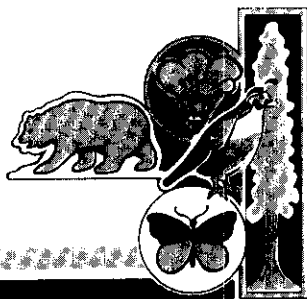
I, Gloria Chapman, a notary public, do hereby certify that on
this 30th day of December, 19 81, personally appeared before
me William Morland, who being by me first duly sworn, declared that he
is the President of CONTRACT STAFFING OF AMERICA, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Gloria Chapman
Notary Public

~~Pursuant to section 30-1-108(b)(1), Idaho Code~~, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



State of California

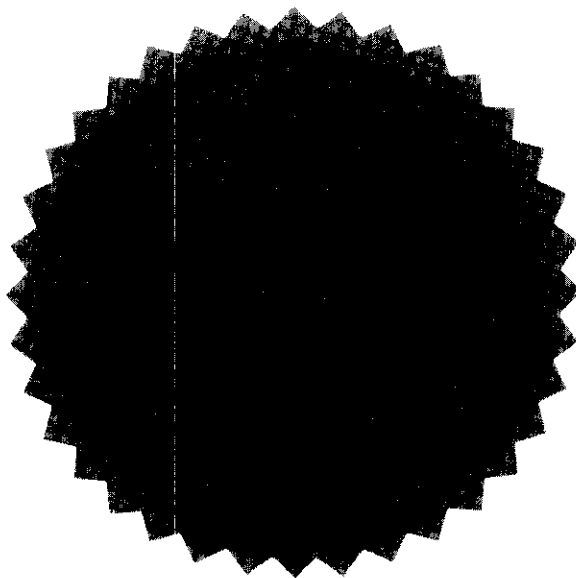
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAR 5 - 1982



March Fong Eu

Secretary of State

78172

ARTICLES OF INCORPORATION

FILED

in the Office of the Secretary of State
of the State of California

OF

JUL 15 1974

MediSearch, Inc.

EDWARD J. BROWN, Jr., Secretary of State

By *[Signature]*

ONE: The name of this corporation is:

MediSearch, Inc.

TWO: The purpose and powers of this corporation are:

(a) Primarily, to engage in the specific business of personnel placement of health care professionals: i. e., medical doctors, physicians and surgeons of all specialties, dentists, pharmacists, and personnel for other health related positions.

(b) Generally, to research, design, devise, invest, develop, manufacture, produce, import, purchase, or otherwise acquire, assemble, construct, own, hold, use, export, sell, distribute, assign, transfer exchange, lease, license or otherwise dispose of, and generally deal in and with all goods related to the health care industry and all related goods, wares, products, equipment, and services of any and all kinds.

(c) To purchase, acquire, own, hold, use, lease, either as lessor or lessee, rent, sublet, grant, sell, exchange, subdivide, mortgage, deed in trust, manage, improve, cultivate, develop, maintain, construct, operate, and generally deal in and with any and all real estate, improved or unimproved, wherever situated, and to construct and maintain thereon all types of buildings, structures, and fixtures including, without limitation, restaurants, stores, office buildings, dwelling houses, boarding houses, apartment houses, hotels, business blocks, garages, warehouses, manufacturing plants, and other buildings of any kind or description, and any and all other property of every kind or description, real, personal, or mixed, and any interest or right therein, including water and water rights.

(d) Without restriction as to limit or amount, to acquire, by purchase, lease, hire, or otherwise, and to manufacture, own, use, hold, and to sell, lease, rent, exchange, transfer in trust, assign, convey, pledge, hypothecate, mortgage, or otherwise deal in and with or dispose of goods, wares, merchandise, and chattels, chattels real, choses in action, franchises, concessions, and other privileges, things and property, and personal property of every kind and nature, and of any interest or right therein, capable of private ownership, wherever situated.

(e) To purchase, acquire, take, hold, own, use, enjoy, sell, lease, transfer, pledge, mortgage, convey, grant, assign, or otherwise dispose of, and generally invest, trade, and deal in and with, oil royalties mineral rights of all kinds, mineral bearing lands and hydrocarbon products

of all kinds, oil, gas, and mineral leases, and all rights and interests therein, and in all other deposits in and products of the earth, both subsoil and surface, of every nature and description.

(f) To purchase, apply for, register, obtain or otherwise acquire, and to hold, own, use, operate, develop and introduce, and sell, lease, assign, pledge or otherwise deal in and with or dispose of or contract with reference to letters patent, patents, patent rights, patented processes, designs and similar rights, copyrights, trademarks, trade names and similar rights, or any interest or right therein, granted by the United States or any state or territorial government or any other government or country, or any inventions, and to acquire, own, use, or in any manner dispose of any and all inventions, improvements and processes, labels, designs, marks, brands or other rights, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may be deemed directly or indirectly to aid, effectuate or develop the same or any of them.

(g) To apply for, purchase, acquire by assignment, transfer, or otherwise, exercise, and carry out and enjoy, any benefit, right, privilege, prerogative, or power conferred by, acquired under, or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right, or privilege which any government or authority or governmental agency or other public body or corporation may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect; and to appropriate any of this corporation's shares, bonds, or assets, or combination of any of them, to defray the costs, charges, and expenses thereof.

(h) To purchase, lease, or otherwise acquire the whole or any part of or any interest in, the property, assets, business, goodwill and rights, and to undertake or assume the whole or any part of the bonds, mortgages, deeds of trust, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations, of any person, or of any corporation, organization, firm or association, and to pay for the same or any part or combination thereof in cash, shares of stock, voting trust certificates for shares of stock, bonds, coupons, debentures, debenture stock, notes, trust receipts, mortgages, deeds of trust, or any other obligations or evidences of indebtedness, or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of, or any interest in the property, assets, business, goodwill or rights so acquired or to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all powers necessary or convenient in and about the conduct, management and carrying on of such business.

(i) To acquire, by purchase or subscription, or in exchange for shares of its own stock, or otherwise, and to own, hold for investment, deal in or with, guarantee, secure the payment and satisfaction of, endorse,

assign, transfer in trust, pledge, hypothecate, mortgage, or otherwise dispose of, shares of stock, voting trust certificates for shares of stock, bonds, coupons, debentures, debenture stock, notes, trust receipts, mortgages, deeds of trust or any other securities or other obligations or evidences of indebtedness of any person, or of any corporation, organization, firm or association organized under the laws of the State of California or of any other state, district, territory, dependency or country or subdivision or municipality thereof, which may have been or which may be created for any purpose or purposes whatsoever; to aid, in any manner or way, any such person, corporation, organization, firm or association whose shares of stock, voting trust certificates for shares of stock, bonds, coupons, debenture stock, notes, trust receipts, mortgages, deeds of trust or any other securities or other obligations or evidences of indebtedness are so held or are in any manner guaranteed by the corporation or otherwise, and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such shares of stock, voting trust certificates for shares of stock, bonds, coupons, debentures, notes, trust receipts, mortgages, deeds of trust or any other securities or other obligations or evidences of indebtedness or to do any acts or things designed for any such purpose; and, while the owner or holder thereof to exercise all the rights, powers, and privileges of such ownership or holding and to exercise any and all voting power thereon and to issue in exchange therefor its own shares of stock, voting trust certificates for shares of stock, bonds, coupons, debentures, debenture stock, notes, trust receipts, mortgages, deeds of trust, and other securities and obligations and evidences of indebtedness, or otherwise.

(j) To act as financial, commercial, or general agent for other corporations engaged in business similar or allied to that of the corporation, or engaged in any business in which any product of the corporation is employed, or engaged in the production of anything used in the business of the corporation.

(k) To enter into partnerships, partnership agreements, copartnership agreements, joint ventures and agreements of joint venture, and to become a partner, copartner, associate or joint venturer with any person, firm, association or corporation for any purpose for which individuals might lawfully associate themselves, and to act as such partner, copartner, associate or joint venturer, and with the same rights, powers, privileges, and duties as any natural person might have if a member of any partnership, copartnership, association or joint venture.

(l) To organize or cause to be organized under the laws of the State of California or of any other state, territory, dependency, province, nation or government, or the District of Columbia, a corporation or corporations for the purpose of accomplishing any or all of the objects for which the corporation is organized, and to wind up, liquidate, merge, consolidate, or dissolve any such corporation or corporations or to cause the same to be wound up, liquidated, merged, consolidated, or dissolved.

(m) To use and operate under a fictitious name other than the name of this corporation, if such be deemed advisable.

(n) To issue shares of any class of the authorized stock, voting trust certificates for shares of stock, bonds, coupons, debentures, debenture stock, notes, trust receipts, and any other securities and other obligations and evidences of indebtedness of the corporation, for cash, for labor done, for property, real or personal, or for leases or rentals thereof, or for any combination of any of the foregoing, or in exchange for the stock, voting trust certificates for shares of stock, bonds, coupons, debentures, debenture stock, notes, trust receipts, or any other securities or other obligations or evidences of indebtedness of any person, firm, association, corporation, or organization.

(o) To purchase, hold, cancel, reissue, sell, exchange, transfer or otherwise deal in, shares of its own stock, voting trust securities therefor, and its own bonds, coupons, debentures, debenture stock, notes, trust receipts, mortgages, deeds of trust and other securities or other obligations and evidences of indebtedness, from time to time, to such an extent, in such manner and upon such terms as its board of directors shall determine; provided that the corporation shall not use its funds or property for the purchase of its own shares of stock when such use would cause any impairment of its capital, except as provided or permitted by law; provided further, that shares of its own stock belonging to the corporation shall not be voted upon directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

(p) To borrow money and contract debts for any of the purposes of the corporation, including the acquisition of property, and to issue bonds, coupons, debentures, debenture stock, notes, trust receipts, or other securities or other obligations or evidences of indebtedness therefor, and to secure the same by pledge, mortgage, deed of trust, or otherwise of the whole or any part of the real or personal property of the corporation, or to issue bonds, debentures, notes, trust receipts, or other securities or other obligations or evidences of indebtedness without security.

(q) To loan money, and to take notes, trust receipts or other obligations or evidences of indebtedness therefor either without security or secured by bonds, debentures, mortgages, deeds of trust, pledges, or otherwise, but nothing herein contained shall be construed as authorizing the business of banking or as including the business purposes of a commercial or savings bank or trust company.

(r) To draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bills of exchange, checks, drafts, warrants, bills of lading, warehouse receipts and all kinds of obligations and certificates and negotiable or transferable instruments.

(s) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount with any

person, firm, association, corporation, municipality, county, parish, state, territory, government, foreign or domestic, or with any other municipal or governmental subdivision.

(t) To have one or more offices within or without the State of California and to qualify to conduct business and conduct its business in other states, in the District of Columbia, in the territories and dependencies of the United States of America, and in foreign countries.

(u) To conduct and carry on, directly or indirectly, research, development, and promotional or experimental activities, and to promote or aid, financially or otherwise, any corporation, association, firm, or person engaged in such activities.

(v) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to have and exercise any and all of the powers and privileges which are now or may hereafter be conferred by the laws of the State of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended or supplemented, and to do any and all things hereinabove set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, not be limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

THREE: The principal office for the transaction of the business of this corporation is to be located in the County of Orange, State of California.

FOUR: The number of directors of this corporation shall be three (3). The names and addresses of the persons who are hereby appointed to act as the first directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Sam Devitt	5209 Rolling Hills Drive Anaheim, California 92807
William Lee Strout	1040 W. MacArthur Blvd. Santa Ana, California 92707
Janice N. Robinson	23 Augusta Lane Newport Beach, California 92660

FIVE: This corporation is authorized to issue only one class of shares of stock. The total number of said shares shall be Ten Million (10,000,000). The aggregate par value of all said shares shall be One Million Dollars (\$1,000,000); and the par value of each said share shall be Ten Cents (\$0.10).

SIX: Any action required or permitted to be taken under the General Corporation Law by the board of directors at a duly constituted and noticed meeting may be taken without a meeting, and such action shall have the same force and effect as a unanimous vote of directors, if all directors unanimously consent in writing to such action.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of California, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 9th day of July, 1974.

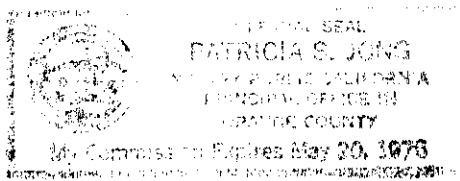
		
Sam Devitt	William Lee Strout	Janice N. Robinson

STATE OF CALIFORNIA

COUNTY OF ORANGE

)
) SS
)

On July 9, 1974, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Sam Devitt, William Lee Strout and Janice N. Robinson, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.





Notary Public in and for said
County and State

708372

A176347

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

MEDI SEARCH, INC.

SAM DEVITT and MARGARET BAILEY REBELEZ certify:

1. That they are President and Secretary, respectively of MEDI SEARCH, INC., a California corporation.

2. The By-laws authorized the directors to adopt resolutions amending the Articles by unanimous written consent without a meeting; accordingly, by unanimous written consent without a meeting, the directors have adopted the following resolutions:

"RESOLVED, that Article FOUR of the Articles of Incorporation is hereby amended to read as follows:

"FOUR. The number of directors of this corporation shall be five (5)."

RESOLVED, that Article ONE of the Articles of Incorporation is hereby amended to read as follows:

"ONE. The name of this corporation is Contract Staffing, Inc."

3. That the shareholders have adopted said amendments by resolutions at a meeting held at Tustin, California on February 17, 1977 at 10:00 a.m. and that the wording of the amended Articles as set forth in the shareholder's resolutions is the same as that set forth in the director's resolutions in paragraph 2 above.

4. That the number of shares which voted affirmatively for the adoption of said resolutions is five hundred seventy-eight thousand (578,000) shares and that the total number of shares entitled to vote on said amendment is eight hundred fifty-nine thousand (859,000) shares.

SAM DEVITT, President

Margaret Bailey Rebele
MARGARET BAILEY REBELEZ, Secretary

VERIFICATION UNDER PENALTY OF PERJURY

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are of his own knowledge true and correct.

EXECUTED at Tustin, California on March 17, 1977.

SAM DEVITT, President

Margaret Bailey Rebele
MARGARET BAILEY REBELEZ, Secretary

708372

A235204

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
CONTRACT STAFFING, INC.
A California Corporation

FILED
in the office of the Secretary of State
of the State of California

JUN 30 1981
MARION FONG KU, Secretary of State
By Barbara Deputy

The undersigned, William Moreland and Donald Burhans, certify that:

1. They are the President and Secretary, respectively, of Contract Staffing, Inc., a California corporation.
2. The Articles of Incorporation of the Corporation shall be amended to read in full as follows:

"Articles of Incorporation of Contract Staffing, Inc.

I.

The name of the Corporation shall be Contract Staffing, Inc.

II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The Corporation is authorized to issue one class of shares designated 'Common Stock'. The number of shares of Common Stock which the Corporation is authorized to issue is 1,000,000 shares.

Upon the amendment of this Article III as herein set forth, each share of Common Stock, par value \$.10 per share, outstanding immediately prior to such amendment, is combined, reconstituted and converted into 1/10 of one share of Common Stock, without par value.

IV.

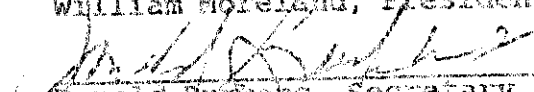
The Corporation elects to be governed by all of the provisions of Division 1 of the Corporations Code as amended by act of the California Legislature, 1975-1976 regular

session, effective January 1, 1977, not otherwise applicable to it under Chapter 23 thereof."

3. The foregoing amendment has been duly approved by the Corporation's Board of Directors.

4. The foregoing amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the California General Corporation Law; the Corporation's outstanding stock consists of 6,859,000 shares of Common Stock; and the number of shares voting in favor of the foregoing amendment equalled or exceeded the vote required, such required vote being a majority of the outstanding shares of the Corporation's Common Stock.

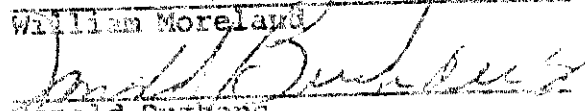

William Moreland, President


Donald Burnham, Secretary

The undersigned each declares under penalty of perjury that the matters set out in the foregoing Certificate are true and correct of his own knowledge.

Executed at Newport Beach, California, on 6/3/
1981.


William Moreland


Donald Burnham

FILED
Office of the Secretary of State
of the State of California

NAMING ORG. TO: CONTRACT STAFFING OF AMERICA, INC.

CERTIFICATE OF OWNERSHIP

A235205

JUN 30 1981
CH. FONG, Secretary of State

The undersigned, William Moreland and Donald Burhang,
do hereby certify that:

08372
SOPV
1. They are the President and Secretary, respectively,
of Contract Staffing, Inc., a California corporation ("CSI").

2. CSI owns One Hundred Percent (100%) of the out-
standing stock of Contract Staffing of America, Inc., a
Nevada corporation ("CSA").

3. The Board of Directors of CSI has duly adopted the
following resolutions dated 6-30, 1981.

WHERE AS, the Board of Directors has determined it
to be in the best interest of the corporation and its
shareholders that Contract Staffing of America, Inc.
("CSA"), the corporations wholly owned subsidiary,
be merged into this corporation;

RESOLVED, that this corporation merge CSA into
itself and assume all of CSA's liabilities pursuant
to Section 1110 of the California Corporations Code.

RESOLVED FURTHER, that, concurrently with the merger
of CSA into this corporation, Article 1 of the Articles
of Incorporation of this corporation be amended to read
in full as follows:

"The name of the corporation shall be:

CONTRACT STAFFING OF AMERICA, INC."

4. The foregoing amendment to Article 1 of CSA's
Articles of Incorporation has been duly approved by the
required vote of shareholders in accordance with Section
902 of the California General Corporation Law; CSI's out-
standing stock consists of 685,900 shares of Common Stock;
and the number of shares voting in favor of the foregoing
amendment equalled or exceeded the vote required, such
required vote being a majority of the outstanding shares of CSI's

Common Stock.

EXECUTED at San Jose, California on

6/29, 1981.

William Moreland
William Moreland, President

Donald Burhans
Donald Burhans, Secretary

STATE OF CALIFORNIA)

) ss.

COUNTY OF ORANGE)

William Moreland and Donald Burhans being first duly sworn, each for himself deposes and says that:

William Moreland is the President of Contract Staffing, Inc., the California corporation executing the foregoing Certificate of Ownership, and Donald Burhans is the Secretary of said corporation; the matters set forth therein are true of his own knowledge; and the signatures purporting to be the signatures of said William Moreland and Donald Burhans thereto are their genuine signatures.

William Moreland
William Moreland

Donald Burhans
Donald Burhans

Subscribed and sworn to before me on June 29, 1981, 1981.

Mary L. Winters
Notary Public

Mary L. Winters

(SEAL)

