

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

TALENT TREE STAFFING SERVICES, INC.

File number C 113564

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

Dated: January 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sible*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

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

JAN 16 10 54 AM '96

1. The name of the corporation is Talent Tree Staffing Services, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of New York
4. Its date of incorporation is 6/23/86 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
342 Madison Ave., Suite 1207, New York, New York 10173
6. The address to which correspondence should be addressed, if different than item 5, is _____
PO Box 3506, Houston, Texas 77253-3506
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its 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:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list of directors and officers</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Dated: 1/11/96

Talent Tree Staffing Services, Inc.
(Corporation name)

By Vincent E Cook
Its President Vice President, Secretary or Assistant Secretary
(please specify)

IDAHO SECRETARY OF STATE

DATE 01/16/1996 0900 30314 CCAP

Secretary of State use only

CK #: 11800436 CUST# 15948

AUTH PRO

1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

EXPEDITE C 1@ 20.00= 20.00

#: C

Appendix to Idaho
Application for Certificate of Authority

**Directors and Officers of
Talent Tree Staffing Services, Inc.**

1. Man Jit Singh, President and Director
9703 Richmond Avenue
Houston, Texas 77042
2. Vincent E. Cook, Vice President, Secretary, Treasurer
9703 Richmond Avenue
Houston, Texas 77042
3. Jetta Neely, Asst. Treasurer, Asst. Secretary
9703 Richmond Avenue
Houston, Texas 77042
4. R. Douglas Parker, Asst. Treasurer
9703 Richmond Avenue
Houston, Texas 77042
5. Debra M. Hubbard, Asst. Secretary
9703 Richmond Avenue
Houston, Texas 77042
6. David M. Seaver, Asst. Secretary
9703 Richmond Avenue
Houston, Texas 77042
7. David Mallory, Asst. Secretary
9703 Richmond Avenue
Houston, Texas 77042
8. James D. Somerville, Director
17 Executive Park South #600
Atlanta, Georgia 30329

State of New York | ss:
Department of State

Jan 16 10 54 AM '96

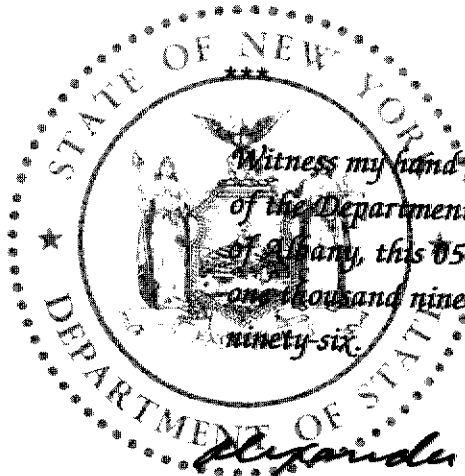
SECRET TALENT TREE
STATE OF STATE-D.
10410

I hereby certify, that the certificate of incorporation of TALENT TREE STAFFING SERVICES, INC. was filed on 06/23/1986, under the name of STATE-D. USA INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment J.S.D. USA INC., changing name to HESTAIR COMPUTER GROUP INC., was filed 07/29/1987.

A Certificate of Amendment HESTAIR COMPUTER GROUP INC., changing name to TALENT TREE STAFFING SERVICES, INC., was filed 12/29/1995.

The Statement of Addresses and Directors is past due.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of January
one thousand nine hundred and
ninety-six.

Ryanide F. Treadwell

Secretary of State

199601080215 55

CONSENT TO USE OF NAME

TALENT TREE PERSONNEL SERVICES, INC., a corporation organized under the laws of the State of Delaware, hereby consents to the organization-qualification of TALENT TREE STAFFING SERVICES, INC. in the State of Idaho.

IN WITNESS WHEREOF, the said TALENT TREE PERSONNEL SERVICES, INC. has caused this consent to be executed by its Vice president and attested under its corporate seal by its Asst. secretary, this 18 day of January 19 96.

TALENT TREE PERSONNEL SERVICES, INC.
By Vincent Cook
Vice President

Attest:
Douglas Seaver
Assistant Secretary

(SEAL)