

State of Idaho

Department of State

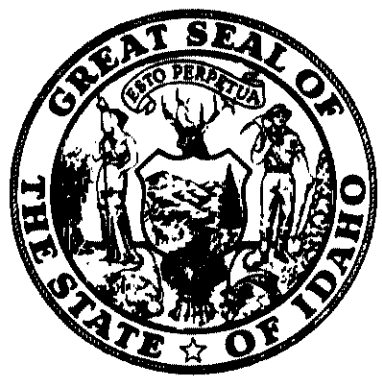
CERTIFICATE OF AUTHORITY OF

TALENT TREE PERSONNEL SERVICES, INC.

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

Dated August 29, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

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1. The name of the corporation is Talent Tree Personnel Services, Inc.

2. The name which it shall use in Idaho is Talent Tree Personnel Services, Inc.

(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 Delaware

4. The date of its incorporation is 1/3/89 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

c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

PO Box 3506 Houston TX 77253-3506

7. The street address of its proposed registered office in Idaho is C T Corporation,

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 proposes to pursue in the transaction of business in Idaho are:

Provide payrolling services to clients for temporary help

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

| Name | Office | Address |
|------------------------------|-----------------------------|---|
| <u>Michael T. Willis</u> | <u>President/Dir.</u> | <u>9703 Richmond, Houston, Tx. 77042</u> |
| <u>George M. Reardon</u> | <u>Secretary</u> | <u>9703 Richmond, Houston, Tx. 77042</u> |
| <u>Robert W. Morgan</u> | <u>Asst. Secy./Dir.</u> | <u>9703 Richmond, Houston, Tx. 77042</u> |
| <u>Melissa K. Meder</u> | <u>Asst. Secy.</u> | <u>5605 Glenridge Dr. #1050, Atlanta, GA 30342</u> |
| <u>Randall D. McClintock</u> | <u>Treasurer/Asst. Secy</u> | <u>9703 Richmond, Houston, Tx. 77042</u> |
| <u>Ben M. Roth</u> | <u>Director</u> | <u>145 S. State College Blvd.#100, Brea, CA 92621</u> |

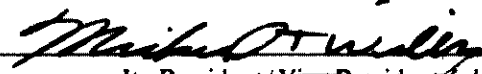

(continued on reverse)

| Name | Office | Address |
|--------------------------|-----------------|--|
| <u>William F. Markey</u> | <u>Director</u> | <u>40 Rowes Wharf, Suite 220, Boston, MA 02110</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

- 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: August 21, 1991


Talent Tree Personnel Services, Inc.
 (Corporation Name)

By 
 Its ~~President~~ Vice President (please specify)
 and 
 Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF TEXAS)
) ss:
 COUNTY OF HARRIS)

I, Shirley A. Kleinert, a notary public, do hereby certify that on this 21st day of August, 19 91, personally appeared before me George M. Reardon, who being by me first duly sworn, declared that (s)he is the Secretary of Talent Tree Personnel Services, Inc.

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


 Notary Public
 Commission expires: 10/1/94



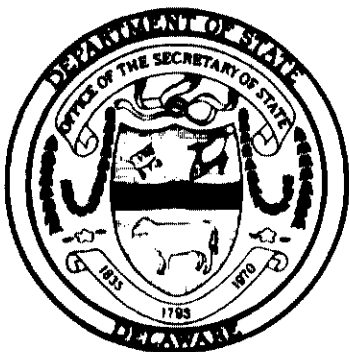
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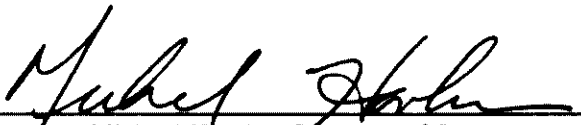
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY TALENT TREE PERSONNEL SERVICES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION: *3133536

DATE: 08/06/1991