

Filing Fee: \$75.00

ID Number: 000125723



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY

2009 MAR 24 AM 10:17  
STATE OF RHODE ISLAND  
CORPORATIONS DIV

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is 9008 Group, Incorporated
2. It is incorporated under the laws of California
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on July 03, 2002, authorizing it to transact business in Rhode Island under the name of:  
ACT 1 PERSONNEL SERVICES
4. The corporate name of the corporation has been changed to The ACT 1 Group, Inc.  
*(If no change, so indicate.)*
5. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:  
ACT 1 PERSONNEL SERVICES
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:  
ACT 1 PERSONNEL SERVICES
6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

*(If no other or additional purposes are proposed, insert "No Change.")*

No Change

2009 APR -6 AM 10:43  
RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV

10:43  
FILED  
APR 06 2009  
By JB 85887

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

| <u>Total Number of<br/>Authorized Shares</u> | <u>Class</u>  | <u>Series</u> | <u>Par Value or Statement that<br/>Shares are without Par Value</u> |
|----------------------------------------------|---------------|---------------|---------------------------------------------------------------------|
| <b>5000</b>                                  | <b>Common</b> |               | <b>No Par Value</b>                                                 |
|                                              |               |               |                                                                     |
|                                              |               |               |                                                                     |

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 609,594.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.00 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 12,928,474.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 236,733.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.0183 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2/17/09

Michael A. Hoyal  
Signature of Authorized Officer of the Corporation

**Michael A. Hoyal, Vice President**

\_\_\_\_\_  
Type or Print Name of Authorized Officer

A0686524

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

DEC 31 2008

**CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF 9008 GROUP, INCORPORATED**

The undersigned, Bernard Howroyd and Tina Bryant, certify that:

1. They are the president and the secretary, respectively, of 9008 Group, Incorporated, a California corporation.

2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

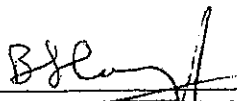
The name of the corporation is The ACT 1 Group, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 133.362. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: December 16, 2008



Bernard Howroyd, President



Tina Bryant, Secretary



# State of California

## Secretary of State

### CERTIFICATE OF STATUS

ENTITY NAME:

THE ACT 1 GROUP, INC.

FILE NUMBER: C0894840  
FORMATION DATE: 08/15/1978  
TYPE: DOMESTIC CORPORATION  
JURISDICTION: CALIFORNIA  
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,  
hereby certify:

The records of this office indicate the entity is authorized to exercise  
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial  
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of March 06, 2009.

*Debra Bowen*

DEBRA BOWEN  
Secretary of State



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

*Secretary of State*

