

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 901709



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a 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 CROSS COUNTRY TRAVCORPS, INC. *10065827*

2. It is incorporated under the laws of DELAWARE

3. 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:*

(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:*

4. The date of its incorporation is 05/22/2001 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 6551 PARK OF COMMERCE BLVD., STE. 200 - BOCA RATON, FL 33487

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

TEMPORARY STAFFING

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/directors rider</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

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FILED
FEB 04 2002
By *[Signature]* *290300*

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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	COMMON		.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	COMMON		.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 25,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.
- (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- %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 150 million.
- (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 \$ -0-.
- (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- % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 1-22-02

CROSS COUNTRY TRAVCORPS, INC.

Print Exact Name of Corporation Making Application

By

☒ President or ☐ Vice President (check one)

By

☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Florida
COUNTY OF Palm Beach

In Boca Raton, FL, on this 22 day of January, 2002, personally appeared before me Richard Iyer who, being by me first duly sworn, declared that he/she is the Assistant Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Darren S. Portner
Commission # CC 759826
Expires July 28, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public

My Commission Expires: _____

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

**CROSS COUNTRY TRAVCORPS, INC.
DIRECTORS AND OFFICERS RIDER
FEIN: 65-1113081**

OFFICERS

<u>NAME/TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
Vickie Anenberg President 291-66-0362	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	7801 Upper Ridge Drive Parkland, FL 33067
Joseph Boshart Vice President 071-42-8264	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	17801 Fieldbrook Circle Boca Raton, FL 33496
Emil Hensel Treasurer 070-42-1758	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	2538 NW 64 Blvd. Boca Raton, FL 33496
Jonathan Ward Vice President 560-82-1721	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	948 Evergreen Drive Delray Beach, FL 33483
Stephen W. Rubin, Esq. Secretary 101-40-8335	Proskauer, Rose, LLP 1585 Broadway New York, NY 10036	44 Lockwood Road Scarsdale, NY 10583
Richard Ives Assistant Secretary 579-50-7698	6551 Park of Commerce Blvd., NW, #200 Boca Raton, FL 33487	3507 Oaks Way, #803 Pompano Beach, FL 33069

DIRECTORS

Karen Bechtel
Director
451-84-4211

Lee Ann O'Connor
Director
148-52-4364

Vickie Anenberg
Director
291-66-0362

Emil Hensel
Director
070-42-1758

Morgan Stanley Dean Witter
1221 Avenue of the Americas
New York, NY 10020

6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

6551 Park of Commerce Blvd., NW, #200
Boca Raton, FL 33487

37 Charlton Street
New York, NY 10020

18975 Concerto Drive
Boca Raton, FL 33498

7801 Upper Ridge Drive
Parkland, FL 33067

2538 NW 64 Blvd.
Boca Raton, FL 33496

6/13/01



January 31, 2002

Rhode Island Secretary of State

Dear Sir:

Please be advised that Cross Country, Inc. (FEIN 13-4066229), the parent corporation to TravCorps Corporation (which has changed its name to TVCM, Inc.), consents to the use of the name Cross Country TravCorps, Inc., by that entity (FEIN 65-1113801) for the conduct of business as a foreign corporation in the State of Rhode Island.

Sincerely,

A handwritten signature in black ink, appearing to read "JB", with a large, sweeping flourish extending to the right.

Joseph Boshart
President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CROSS COUNTRY TRAVCORPS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF MAY, A.D. 2001, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1574748

DATE: 01-23-02