

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

Robert Half International Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is Robert Half International Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is October 18, 1979 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 2884 Sand Hill Road, Suite 200, Menlo Park, CA 94025

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to operate one or more employment agencies that provide permanent and temporary personnel services, procurement and placement.

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SECRETARY OF STATE  
PROVIDENCE, RHODE ISLAND

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**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
SEE ATTACHED RIDER	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

**NINTH: 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:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
30,000,000	Common	--	\$1.00
500,000	Preferred	--	\$1.00

**TENTH: 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:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
11,410,608	Common	--	\$1.00

**ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 7,593,000**

**TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 11,000**

**THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 230,000,000**

**FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1,911,000**

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

Dated March 20, 19 91

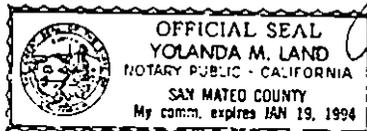
Robert Half International Inc.  
[Exact Corporate Name of Corporation Making Application]

By Steven Karel  
Steven Karel, Its Vice President  
and Max Thelen III  
Max Thelen III, Its Secretary

STATE OF CALIFORNIA }  
COUNTY OF SAN MATEO } Sc.

At San Mateo in said County on the 21<sup>st</sup> day  
of March 19 91, before me personally appeared  
Steven Karel, who being by me first duly sworn, declared that  
he is the Vice President of Robert Half International Inc.,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)



Yolanda M. Land  
Notary Public

DEPARTMENT OF STATE  
OFFICE OF  
SECRETARY OF STATE  
PROVIDENCE, R. I.

Rec'd & Filed MAR 26 1991  
PJM - 25 # 56282

HAROLD M. MESSMER, JR.	Chairman of the Board President Chief Executive Officer Director	2884 Sand Hill Road Menlo Park, CA 94025
FREDERICK P. FURTH	Co-Chairman of the Board Director	2884 Sand Hill Road Menlo Park, CA 94025
MAX THELEN III	Vice President Operations Secretary	2884 Sand Hill Road Menlo Park, CA 94025
M. KEITH WADDELL	Vice President Chief Financial Officer Treasurer	2884 Sand Hill Road Menlo Park, CA 94025
ROBERT W. GLASS	Vice President, Corporate Development	2884 Sand Hill Road Menlo Park, CA 94025
STEVEN KAREL	Vice President General Counsel Assistant Secretary	2884 Sand Hill Road Menlo Park, CA 94025
LYNN TAYLOR	Vice President Corporate Communications	2884 Sand Hill Road Menlo Park, CA 94025
PAUL J. ANDRASSY	Tax Manager Assistant Secretary	2884 Sand Hill Road Menlo Park, CA 94025
BARBARA FORSBERG	Assistant Treasurer & Controller	2884 Sand Hill Road Menlo Park, CA 94025
ANDREW S. BERWICK JR.	Director	2884 Sand Hill Road Menlo Park, CA 94025
EDWARD W. GIBBONS	Director	2884 Sand Hill Road Menlo Park, CA 94025
TODD GOODWIN	Director	2884 Sand Hill Road Menlo Park, CA 94025
J. STEPHEN SCHAUB	Director	2884 Sand Hill Road Menlo Park, CA 94025
THOMAS J. RYAN	Director	2884 Sand Hill Road Menlo Park, CA 94025

# State of Delaware

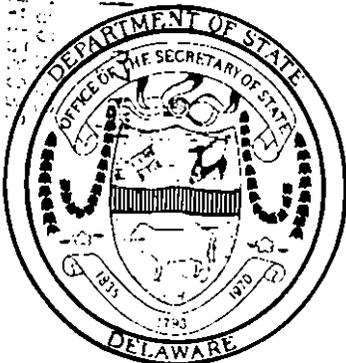


## Office of Secretary of State

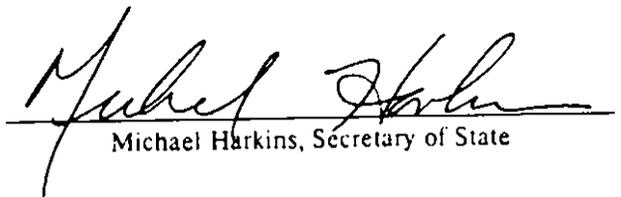
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF BOOTHE INTERIM CORPORATION FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 1979, AT 4:30 O'CLOCK P.M.

RECEIVED  
SECRETARY OF STATE  
11/17/91

18. JUN '91



721080153

  
Michael Harkins, Secretary of State

AUTHENTICATION: 2992885

DATE: 03/21/1991