

Filing and License Fee: \$310.00 minimum

ID Number: 134853



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
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 Kforce Inc.
- 2. It is incorporated under the laws of Florida
- 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 August 9, 1994 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 1001 East Palm Avenue, Tampa, Florida 33605
- 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:
Personnel placement

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

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/di</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

FILED
SEP 22 2003
BY [Signature]
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PROVIDENCE, RHODE ISLAND

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
250,000,000	Common	N/A	\$.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
48,544,000	COMMON	N/A	.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 10,000,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ NONE.

(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 0.0 % [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 \$ 100,000,500,000,000.

(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 \$ 100,000.

(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 .02 % [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: 9/5/03

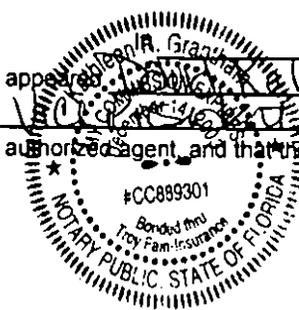
Kforce Inc.
Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

AND
By [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Florida
COUNTY OF Hillsborough

appeared before me, on this 5 day of September, 2003, before me personally Michael Hurley who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



[Signature]
Notary Public
My Commission Expires 12/14/2003

**OFFICERS AND DIRECTORS OF
KFORCE INC.**

Officers & Directors:

David L. Dunkel	Chairman, Director and Chief Executive Officer
William L. Sanders	Chief Financial Officer, Chief Operating Officer, Senior Vice President and Secretary
Joseph J. Liberatore	Senior Vice President and Chief Talent Officer
Ken W. Pierce	Vice President and Chief Sales and Marketing Officer
Howard W. Sutter	Director and Vice President
Michael R. Blackman	Vice President of Operations
David M. Kelly	Chief Accounting Officer
John N. Allred	Director
W. R. Carey, Jr.	Director
Richard M. Cocchiaro	Director
Mark Furlong	Director
Todd W. Mansfield	Director
Elaine Rosen	Director
Ralph Struzziero	Director
Gordon Tunstall	Director

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of KFORCE INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P94000061204.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighteenth day of September, 2003



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State