

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

92758

Corp. I.D. # _____

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

Robert Half Corporation

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 Corporation

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 Nevada

FOURTH: The date of its incorporation is 7/24/85 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 50 West Liberty, Reno, Nevada 89501

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

C T CORPORATION SYSTEM

Robert G. Carr
Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are Employment Agency

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By 175805

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
M. Keith Waddell	Director	2884 Sand Hill Road, Menlo Park, CA 94025
	Director	
	Director	
M. Keith Waddell	President	2884 Sand Hill Road, Menlo Park, CA 94025
	Vice President	
M. Keith Waddell	Secretary	Same as above
M. Keith Waddell	Treasurer	Same as above

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>
25,000	Common Stock		\$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>
100	Common Stock		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 0

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 286,156,866

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 \$ 3,100,000

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 October 31, 1996

Robert Half Corporation
[Exact Corporate Name of Corporation Making Application]

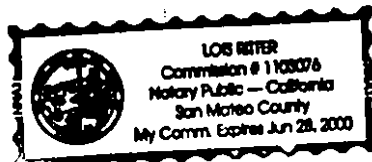
By M. Keith Waddell
M. Keith Waddell
Its President
and M. Keith Waddell
M. Keith Waddell
Its Secretary

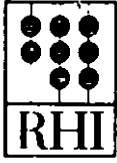
STATE OF CALIFORNIA }
COUNTY OF SAN MATEO } SC.

At ROBERT HALF CORPORATION in said County on the 31 day
of OCTOBER 1996, before me personally appeared
M. KEITH WADDELL, who being by me first duly sworn, declared that
he is the President - Secretary of ROBERT HALF CORPORATION,
that he signed the foregoing document as such President and Secretary of the
corporation, and that the statements therein contained are true.

Lois Ritter
Notary Public

(NOTARIAL SEAL)





Robert Half International Inc.

2884 Sand Hill Road, Menlo Park, CA 94025
P.O. Box 3000, Menlo Park, California 94026-3000
(415) 854-9700 Fax (415) 854-9735

October 31, 1996

Office of the Secretary of State of Rhode Island
100 North Main Street
Providence, Rhode Island 02903

Ladies and Gentlemen:

Robert Half International Inc., a Delaware corporation, hereby authorizes and grants permission to Robert Half Corporation, a Nevada corporation, to use its name in the State of Rhode Island. Robert Half Corporation is a wholly-owned subsidiary of Robert Half International Inc., a Delaware corporation.

Very truly yours,

ROBERT HALF INTERNATIONAL INC.

By: M. Keith Waddell
Name: M. Keith Waddell
Title: Senior Vice President, Chief Financial Officer
and Treasurer

FILING FEE: \$75.00
BY: HAASE, HARRIS & MORRISON
6121 LAKESIDE DRIVE
SUITE 240
PO BOX 77250
RENO, NEVADA 89570-0250

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

JUL 24 1985

WILL BRADSHAW SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

ROBERT HALP OF NEVADA, INC.

[Signature]
No. 4946-8 The undersigned, to form a Nevada corporation,

CERTIFY THAT:

I. NAME: The name of the corporation is:

ROBERT HALP OF NEVADA, INC.

II. PRINCIPAL OFFICE: The location of the principal office of this corporation within the State of Nevada is 6121 Lakeside Drive, Suite 240, Reno, Nevada, 89511; this corporation may maintain an office or offices in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors or by the By-Laws of the corporation; and this corporation may conduct all corporation business of every kind or nature, including the holding of any meetings of Directors and Stockholders, within the State of Nevada, as well as without the State of Nevada.

III. PURPOSE: The purpose for which this corporation is formed is:

To engage in any lawful activity.

IV. AUTHORIZATION OF CAPITAL STOCK: The amount of the total authorized capital stock of the corporation shall be TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00), consisting of Twenty-Five Thousand (25,000) shares of common stock with a par value of \$1.00 per share.