

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

ID Number: 111790



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 C&A Industries, Inc.
2. It is incorporated under the laws of Nebraska
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 6/8/77 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 11825 Q St. Omaha, NE 68137
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(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 C.T CORPORATION SYSTEM
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Provide human resources on temporary, part-time, or full-time basis.

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

	<u>Name</u>	<u>Address</u>
Director	<u>Same as Officers</u>	
Director		
President	<u>Larry J. Courtage</u>	<u>11825 Q St. Omaha, NE 68137</u>
Vice President	<u>Kathy A. Wolf</u>	<u>11825 Q St. Omaha, NE 68137</u>
Treasurer	<u>Robert L. Herbolzheimer</u>	<u>11825 Q St. Omaha, NE 68137</u>
Secretary	<u>Kathy A. Wolf</u>	<u>Same as above</u>

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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
10,000	Common	N/A	\$1.00

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
10,000	Common	N/A	\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,800,000.

(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 \$ 22,800,000.

(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 \$ 30,000.

(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 .13 % [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.

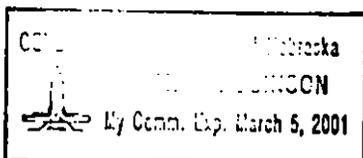
Date: 3/15/00

C&A Industries, Inc. (d/b/a Amicus Group)
Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)
 Larry J. Courtnege
 AND
 By [Signature]
 Secretary or Assistant Secretary (check one)
 Kathy A. Wolf

STATE OF Nebraska
 COUNTY OF Douglas

In Omaha, NE, on this 15th day of March, 2000, personally appeared before me Larry J. Courtnege and Kathy A. Wolf who, being by me first duly sworn, declared that he/she is the President and 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.



[Signature]
 Notary Public Joanne F. Robinson
 My Commission Expires: 3/5/01

MAR 20 2000

STATE OF

NEBRASKA



United States of America,
State of Nebraska } ss.

Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of Nebraska do hereby certify;

the attached is a true and correct copy of Articles of Incorporation as filed in this office on June 8, 1977, and all amendments thereto of

C & A INDUSTRIES, INC.

with its registered office located in OMAHA, Nebraska.

In Testimony Whereof,

I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on March 20, in the year of our Lord, two thousand.

SECRETARY OF STATE

