

L42703

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NURSE-ON-CALL OF SOUTH FLORIDA, INC.

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G. Ouellette MAR 14 2006

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NURSE-ON-CALL OF SOUTH FLORIDA, INC.**

**ARTICLE I**  
The mailing address of the principal office of this corporation is 130 JFK Drive, Suite 203, Atlantis, Florida 33462. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III  
PURPOSE**  
To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**  
This corporation is authorized to issue 10,000 shares of common stock.  
The sole shareholder of the corporation is Nurse-On-Call, Inc.

- The common stock of the corporation shall have the following characteristics:
- (a) Par value shall be \$0.001 per share.
  - (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon, so long as such interest is disclosed.
  - (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other matters on which shareholders are entitled to vote shall be vested exclusively in the holders of the outstanding common stock.

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**ARTICLE V  
TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 130 JFK Drive, Suite 203, Atlantis, Florida 33462, and the name of the registered agent of this corporation is Dale R. Clift. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office and the individual or entity serving as the registered agent.

**ARTICLE VII  
BOARD OF DIRECTORS**

This corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the directors of this corporation are:

Dale R. Clift, 130 JFK Drive, Suite 203, Atlantis, Florida 33462.  
Christian P. Michalik, 888 Seventh Avenue, 16<sup>th</sup> Floor, New York, NY 10106  
Corwynne Carruthers, 888 Seventh Avenue, 16<sup>th</sup> Floor, New York, NY 10106

**ARTICLE VIII  
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

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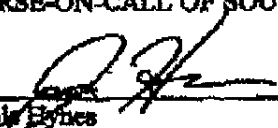
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The foregoing Amended and Restated Articles were adopted by the Board of Directors of the Corporation and the Sole Shareholder of the Corporation by written consent to be effective as of March 8, 2006.

NURSE-ON-CALL OF SOUTH FLORIDA, INC.

  
\_\_\_\_\_  
Jamie Hynes  
Authorized Officer/Secretary

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**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF NURSE-ON-CALL OF SOUTH FLORIDA, INC.**

The undersigned, Authorized Officer, of NURSE-ON-CALL OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1007 of the Florida Statutes, the Board of Directors and the sole Stockholder of the Corporation by written consent in lieu of a special meeting approved the restatement of the Corporation's Articles of Incorporation as attached hereto.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

NURSE-ON-CALL OF SOUTH FLORIDA, INC.

  
 \_\_\_\_\_  
 Jamie Hyles  
 Authorized Officer/Secretary

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