N96000003526

LAW OFFICES
SHUGHART THOMSON & KILROY
A Professional Corporation

Twelve Wyandotte Plaza
120 West 12th Street
Kansas City, Missouri 64105-1929
(816) 421-3355
FAX (816) 374-0509

32 Corporate Woods, Suite 1100
9225 Indian Creek Parkway
Overland Park, Kansas 66210-2011
(913) 451-3355
FAX (913) 451-3361

June 24, 1996

500001880525
-07/01/96--01038--005
*****78.75 *****78.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Phoenix-Hudson Corporation of Florida
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation, in duplicate, to be filed with your office for the above-referenced Corporation. Also enclosed, please find our Firm's check in the amount of $78.75 to cover the filing fee and Certificate.

After the enclosed Articles have been filed with your office, please return the Certificate to our attention in the enclosed self-addressed stamped envelope. Your prompt attention to this matter would be greatly appreciated.

Also, please provide us with the Sales Tax Registration Application required for the State of Florida. If your office is not responsible for this Application, please provide us with the name and number of the Department we should contact.

Thank you for your cooperation in this matter and if you have any questions regarding the above issues, please do not hesitate to contact us.

Yours very truly,

Rhonda L. Kelly

RHONDA L. KELLY
Paralegal

DMC 7.2.96

FILED
96 JUL -1 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RLK/vh
Enclosures
cc: Robert B. Keim

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TALL... FLORIDA

ARTICLES OF INCORPORATION
OF
PHOENIX-HUDSON CORPORATION OF FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be: Phoenix-Hudson Corporation of Florida.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be:

6900 College Boulevard
Suite 500
Overland Park, Kansas 66211

ARTICLE III
PURPOSE(S)

The specific purpose(s) for which the Corporation is organized is (are):

To provide temporary staffing services to health care providers and schools and to transact any and every lawful business for which corporations can be engaged under the laws of the State of Florida.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The number of directors and the manner in which the directors are elected shall be fixed by, or in the manner provided in, the By-Laws of the Corporation.

ARTICLE V
LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

C T Corporation System
1200 S. Pine Island Road
Plantation, Florida 33324

ARTICLE VII
INCORPORATOR

The name and the street address of the incorporator for these Articles of Incorporation is:

Robert B. Keim
9225 Indian Creek Parkway
Suite 1100
Overland Park, Kansas 66210

The undersigned incorporator has executed these Articles of Incorporation this ____ day of June, 1996

Signature of Incorporator:

Robert B. Keim

Robert B. Keim
Typed name of incorporator signing

585398

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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1. The name of the corporation is: Phoenix-Hudson Corporation of Florida
(must include suffix)

2. The name and address of the registered agent and office is:

C T Corporation System
(Name)

1200 South Pine Island Road
(Street address - P. O. Box not acceptable)

Plantation, Florida 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Signature)

June 20, 1996
(Date)

Jonathan L Miles, Asst. Secretary

Document Number Only N96000003526

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

Phoenix-Hudson Corporation of Florida

300002119733--7
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*****35.00 *****35.00

( ) Profit ( ) NonProfit ( ) Limited Liability Company	( ) Amendment	( ) Merger
( ) Foreign	(✓) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement ( ) Limited Liability Partnership	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
( ) Certified Copy	( ) Photo Copies	( ) CUS
( ) Call When Ready (X) Walk In ( ) Mail Out	( ) Call if Problem ( ) Will Wait	( ) After 4:30 (X) Pick Up

FILED
97 FEB 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S) FILE STAMPED

2-28-97

File 1st

DC

Volun' Dissolved 2/28/97

CR2E031 (1-89)

ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Phoenix-Hudson Corporation of Florida

SECOND: The articles of incorporation were filed on July 1, 1996.

THIRD: The corporation has not commenced to conduct its affairs.

FOURTH: No debts of the corporation remain unpaid.

FIFTH: Adoption of dissolution (CHECK ONE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- [x] The dissolution was authorized by a majority of the directors:

or

- [ ] There are no directors - dissolution was authorized by an incorporator or a majority of the incorporators.

Signed this 14th day of February, 19 97.

Signature President/Chairman
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the directors
OR
By an incorporator if adopted by the incorporators.)

James R. Schunck
Typed or printed name

President
Title

(FLA. - NP 1117 - 5/9/95)