

PO 20000028294

LAW OFFICES
MIERZWA & ASSOCIATES, P.A.

MATTHEW J. MIERZWA, JR.
F. KEITH DUBIN
LOURDES E. FERRER
TAMI L. AUGEN

3900 WOODLAKE BOULEVARD
SUITE 212
LAKE WORTH, FLORIDA 33463-3045
TELEPHONE: (561) 966-1200
FACSIMILE: (561) 966-1231

Of Counsel:
JOSEPH H. KAPLAN

March 5, 2002

400005063934--9
-03/07/02--01040--019
****131.25 ****87.50

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

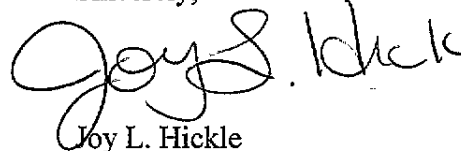
Re: Articles of Incorporation of
ALLSTAR NURSING, INC.
Our File No. 502928.2438

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation and Acceptance of Registered Agent for a Florida Corporation. Also, enclosed is this firm's trust account check number 1999 in the amount of \$131.25 which is to cover the cost of filing and to obtain a certified copy and certificate.

If you need any additional information, please contact our office.

Sincerely,



Joy L. Hickle
Legal Assistant

02 MAR -7 PM 2:52
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

WHITE MAR 14 2002

3

ARTICLES OF INCORPORATION
OF

ALLSTAR NURSING, INC.

FILED

02 MAR -7 PM 2: 52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is ALLSTAR NURSING, INC.

ARTICLE II

The existence of the corporation shall begin on the date the Articles are accepted for filing by the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 725 Night Hawk Way, North Palm Beach, Florida 33408.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 725 Night Hawk Way, North Palm Beach, Florida 33408.

The name of the initial registered agent for the Corporation at that address is MARIA M. BELANGER.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

Name: Maria M. Belanger, President
Address: 725 Night Hawk Way
North Palm Beach, FL 33408

Name: Jasmin Anderson, Vice President
Address: 725 Night Hawk Way
North Palm Beach, FL 33408

FILED
02 MAR -7 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name: Maria M. Belanger
Address: 725 Night Hawk Way
North Palm Beach, FL 33408

Name: Jasmin Anderson
Address: 725 Night Hawk Way
North Palm Beach, FL 33408


ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 18 day of February, 2002.



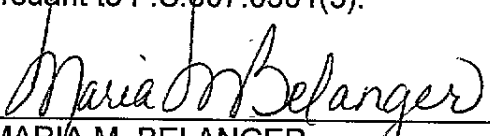
MARIA M. BELANGER



JASMIN ANDERSON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALLSTAR NURSING, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



MARIA M. BELANGER
REGISTERED AGENT

Dated: 2/18/02