

MAR 18 2005 4:08PM

TRENAM, KEMKER

NO. 0732

P. 1

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Specialty Nursing Group-Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
SPECIALTY NURSING GROUP-FLORIDA, INC.**

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under, and accept all the rights, privileges, benefits and obligations conferred and imposed by, the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this Corporation is:

Specialty Nursing Group-Florida, Inc.

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ALDORF, FLORIDA

**ARTICLE II
Commencement and Term of Existence**

The existence of this Corporation shall commence on and as of Monday, March 14, 2005. Thereafter, this Corporation shall exist perpetually.

**ARTICLE III
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

Ron Ash
26750 U.S. Highway 19 North
Suite 110
Clearwater, FL 33761

**ARTICLE IV
Initial Principal Office and Mailing Address**

The address of the initial principal office and mailing address of this Corporation are:

26750 U.S. Highway 19 North
Suite 110
Clearwater, FL 33761

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ARTICLE V
Initial Registered Office and Registered Agent

The address of the initial registered office of this Corporation and the name of the initial registered agent of this Corporation at such office are:

J. Cary Ross, Jr.
c/o Trenam Kemker
101 E. Kennedy Blvd.
Suite 2700
Tampa, Florida 33602

ARTICLE VI
Initial Directors

This Corporation initially shall have one director, such director to hold office until his successor shall have been duly elected and qualify. The name and address of the initial director are:

Ron Ash
26750 U.S. Highway 19 North
Suite 110
Clearwater, FL 33761

ARTICLE VII
Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any lawful business or businesses for which corporations may be incorporated under the Florida Business Corporation Act, or under any amendment or successor thereto. In connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE VIII
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform

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services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IX
Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE X
Bylaws

The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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TRENAM, KEMKER

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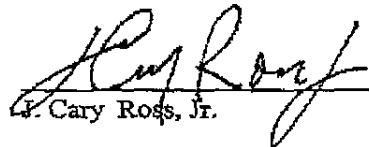
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ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

DATED this 16th day of March, 2005.


Cary Ross, Jr.

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TRENAM, KEMKER

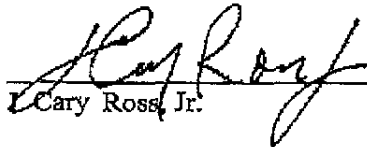
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**SPECIALTY NURSING GROUP-FLORIDA, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 16th day of March, 2005.


Cary Ross, Jr.

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