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FILED
APR 21 AM 10:41
TALLAHASSEE, FLORIDA

April 18, 1997

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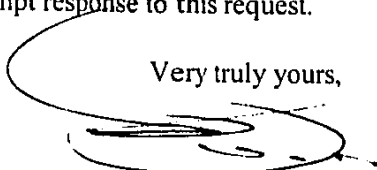
Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32399

Dear Sir/Madam:

Enclosed are two original copies of Articles of Incorporation for filing. Also enclosed is a check in the amount of \$122.50 covering \$70.00 for the filing fee and \$52.50 for a certified copy which is to be returned to me for my records.

Thank you for your prompt response to this request.

Very truly yours,



Donald W. Brown

dwb/

F. CHANDLER APR 22 1997

**Articles of Incorporation
of
Specialty Nurse Staffing Inc.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **Specialty Nurse Staffing, Inc.**

ARTICLE II

TERM OF EXISTENCE

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any lawful act or activity for which authorized corporations may be organized under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

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ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be Donald W. Brown. The street address of the initial registered office of this corporation is 1870 Long Pond Drive, Longwood, Florida 32779. The initial principal place of business of this corporation and the mailing address is 1870 Long Pond Drive, Longwood, Florida 32779. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death are:

Name
Donald W. Brown

Street Address
1870 Long Pond Drive,
Longwood, Florida 32779

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is:

Donald W. Brown

1870 Long Pond Drive,
Longwood, Florida 32779

ARTICLE IX

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors or shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

PRE-EMPTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 21st day of April, 1997.

A handwritten signature in black ink, appearing to read "Donald W. Brown", is written over a horizontal line. The signature is somewhat stylized and cursive.

Donald W. Brown

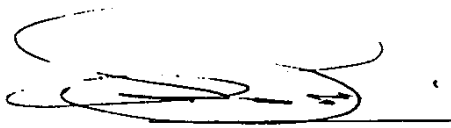
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Specialty Nurse Staffing, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Longwood, State of Florida, has named Donald W. Brown, 1870 Long Pond Drive, , Florida 32779, as agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Registered Agent

April 17th 1997

Date

FALL WASSER, FLORIDA

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