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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 PM 2:59

Donald J. Ladolcetta
CERTIFIED PUBLIC ACCOUNTANT
12000 NW 20th St.
Pembroke Pines, Fl. 33026

July 28, 1998

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32301

Re: Advantage Healthcare Staffing, Inc. Corporate Filing

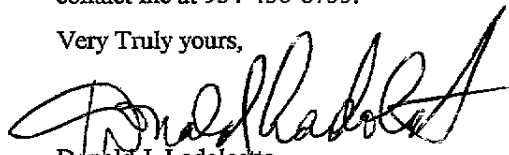
Gentlemen:

900002613959--3
-08/12/98--01060--007
****122.50 ****122.50

Enclosed are the Articles of Incorporation of Advantage Healthcare Staffing, Inc. , which we would like registered with the State of Florida. A check in the amount of \$122.50 is enclosed to cover processing costs.

If you require further information or if you are unable to process this corporation for any reason, please contact me at 954-436-8733.

Very Truly yours,



Donald J. Ladolcetta
Certified Public Accountant

D. BROWN AUG 14 1998

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ARTICLES OF INCORPORATION

OF

Advantage Healthcare Staffing, Inc.

I, the undersigned, a natural person competent to contract do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Advantage Healthcare Staffing, Inc.

ARTICLE II

GENERAL NATURE OF THE BUSINESS

The general nature of the business to be transacted by the corporation shall be engaged in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The total authorized capital stock of this corporation is one thousand (1000) Common Stock, par value one dollar(\$1.00) per share.

B. Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is:

2811 NE 164th St.

N. Miami Beach, Fl. 33160

The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name(s) and street addresses of the member(s) of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ana B. Antonio	2811 NE 164th St. N. Miami Beach, Fl. 33160
Mark A. Antonio	2811 NE 164th St. N. Miami Beach, Fl. 33160

ARTICLE VIII

SUBSCRIBER

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

NAME

ADDRESS

Ana Antonio

2811 NE 164th St.

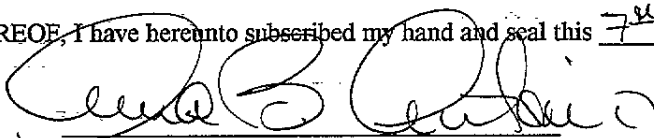
N. Miami Beach, Fl. 33160

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2811 NE 164th St., N. Miami Beach, Fl. 33160, and the name of the initial registered agent of this Corporation at that address is Ana Antonio.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 7th day of August 1998.



Ana Antonio

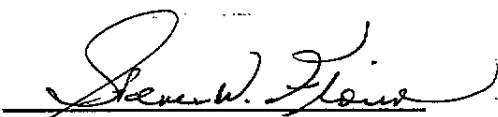
STATE OF FLORIDA)

:SS.

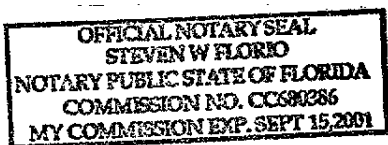
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Ana Antonio, who is personally known to me or who has produced Driver's license as identification showing that the person described has subscribed in and executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 7th day of August, 1998.



NOTARY PUBLIC



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance therewith:

Advantage Healthcare Staffing, Inc. , a Corporation being organized under the laws of the State of Florida, with its principal office located at 2811 NE 164th St., N. Miami Beach, Fl. 33160 has named Ana Antonio with an office at 2811 NE 164th St., N. Miami Beach, Fl. 33160 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for Advantage Healthcare Staffing, Inc. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

BY: 

Ana Antonio

RESIDENT AGENT