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Bayshore Nurse Registry, LLC

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**ARTICLES OF ORGANIZATION
OF
BAYSHORE NURSE REGISTRY, LLC**

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The undersigned authorized representative of a member hereby executes these Articles of Organization ("Articles") for the purpose of forming a professional limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this professional limited liability company (the "Company") shall be:

BAYSHORE NURSE REGISTRY, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

2430 West Bay Drive
Largo, FL 33770

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 2430 West Bay Drive, Largo, Florida 33770, and the initial registered agent of the Company at such office shall be Todd R. Atkinson. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE IV

Business and Purposes

The general nature of the business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

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(a) to engage solely and specifically in the business of carrying on the provision of related nurse registry services, through licensed professionals employed by it, and to employ such non-licensed personnel as may be appropriate to facilitate the provision of nurse registry services;

(b) to contract with one or more parties to manage all or a portion of its nurse registry business;

(c) to invest in real estate, mortgages, stocks, bonds, any other type of investments, including but not limited to ownership interests in entities engaged in the provision of nurse registry services;

(d) to own or lease real and personal property necessary for the rendering of the above professional services;

(e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE V

Duration and Continuation

The duration of the Company commences upon filing these Articles. The Company shall have perpetual existence. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member will not cause dissolution of the Company, and the remaining Member(s) have the right to continue the business of the Company, subject to the provisions of applicable law, these Articles and the operating agreement of the Company.

ARTICLE VI

Management

The Company is a manager-managed professional limited liability company. The name and street address of the initial manager of the Company shall be:

Bayshore Health & Homemaker Services, Inc.
2430 West Bay Drive
Largo, FL 33770

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ARTICLE VII

Operating Agreement

The power to adopt the operating agreement of the Company, to alter, amend or repeal the operating agreement of the Company, or to adopt a new operating agreement, shall be vested in the Members of the Company. The operating agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE VIII

Amendment of Articles of Organization

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

IN WITNESS WHEREOF, the undersigned authorized representative or member, pursuant to Section 608.407, Florida Statutes, has executed these Articles, for the uses and purposes therein stated.



Todd R. Atkinson, Authorized Representative

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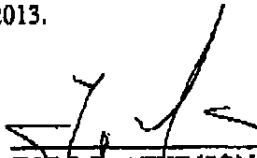
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BAYSHORE NURSE REGISTRY, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned having been named as registered agent to accept service of process for the above-named professional limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 16 day of October, 2013.



TODD R. ATKINSON

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