

442703

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

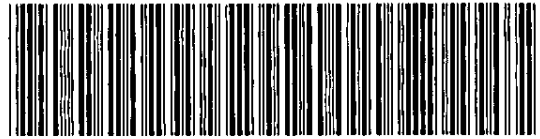
(Business Entity Name)

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16 FEB - 3 PM 3: 38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

And Resate

FEB 04 2016
R. WHITE

PLEASE FILE SECOND

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 986209 8002022

AUTHORIZATION :

COST LIMIT : \$ 35.00



ORDER DATE : February 3, 2016

ORDER TIME : 2:18 PM

ORDER NO. : 986209-005

CUSTOMER NO: 8002022

DOMESTIC AMENDMENT FILING

NAME: NURSE-ON-CALL OF SOUTH
FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

FILED

16 FEB -3 PM 3: 38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NURSE-ON-CALL OF SOUTH FLORIDA, INC.**

**ARTICLE I
NAME**

The name of this corporation is Nurse-On-Call of South Florida, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the principal office of this corporation is 1926 10th Avenue North, Suite 205, Lake Worth, Florida 33461. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III
PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the shareholders the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify him from voting thereon, so long as such interest is disclosed.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other matters on which shareholders are entitled to vote shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the registered agent of this corporation is Corporation Service Company. The Board of Directors may, from time to time, change the street and post office address of the registered agent of the corporation and the individual or entity serving as such registered agent.

**ARTICLE VII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

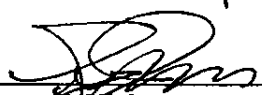
**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

* * * * *

The foregoing Amended and Restated Articles were adopted by the Board of Directors of the Corporation and the sole Shareholder of the Corporation by written consent to be effective as of February 2, 2016.

NURSE-ON-CALL OF SOUTH FLORIDA, INC.



George I. Hicks
Executive Vice President

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF NURSE-ON-CALL OF SOUTH FLORIDA, INC.**

The undersigned officer of Nurse-On-Call of South Florida, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1007 of the Florida Statutes, the Board of Directors and the sole shareholder of the Corporation by unanimous written consent in lieu of a special meeting dated February 1, 2016 approved the restatement of the Corporation's Articles of Incorporation as attached hereto.

2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

NURSE-ON-CALL OF SOUTH FLORIDA, INC.



George T. Hicks
Executive Vice President