

N03503

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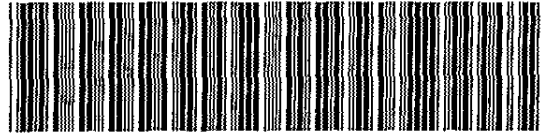
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Amended & Reinstated/NK
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December 1, 2003

VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

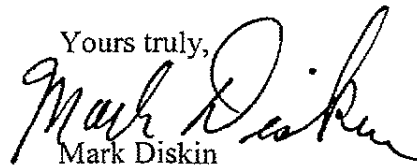
Re: Amended and Restated Articles of Incorporation of The Jamaica Nurses' Association
of Florida, Inc.

Dear Sir or Madam:

Enclosed please find for filing the Amended and Restated Articles of Incorporation of
The Jamaica Nurses' Association of Florida, Inc. Also enclosed is a check in the amount of
\$43.75 for payment of the \$35 filing fee and \$8.75 certified copy fee.

I have also included a copy to be file-stamped and returned to us *via* Federal Express. For
your convenience, I have enclosed a Federal Express envelope and pre-addressed mailing label.

Yours truly,



Mark Diskin

c: Ms. Constance Harding, President
The Jamaica Nurses' Association of Florida, Inc.

COPILEVITZ & CANTER, LLC

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December 15, 2003

VIA FAX

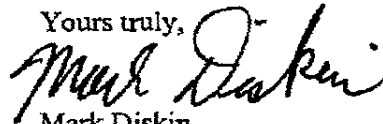
Ms. Louise Jackson
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Amended and Restated Articles of Incorporation of The Jamaica Nurses' Association
of Florida, Inc.

Dear Ms. Jackson:

As we discussed last week, enclosed are revised pages 1 and 3 to the Amended and Restated Articles of Incorporation of The Jamaica Nurse's Association of Florida, Inc. Thank you for taking the time to discuss with me the revisions necessary to file the document. Please review the enclosed materials and call me if you have any questions or comments.

Yours truly,



Mark Diskin

c: Ms. Constance Harding, President
The Jamaica Nurses' Association of Florida, Inc.

FILLED
SECRETARY OF STATE
DIVISION OF CORPORATION

2003 DEC -2 AM 11:53

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE JAMAICA NURSE'S ASSOCIATION OF FLORIDA, INC.**

(DOCUMENT NO. N03503)

In accordance with Sections 617.1006 and 617.1007, Florida Statutes, the undersigned corporation, THE JAMAICA NURSE'S ASSOCIATION OF FLORIDA, INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is THE JAMAICA NURSES' ASSOCIATION OF FLORIDA, INC. (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 257 NW 107 Avenue, Pembroke Pines, Florida 33026.

ARTICLE III - PURPOSES

This Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code").

Without limiting the foregoing, the Corporation shall be organized and operated for the following purposes:

- a. to relieve distress and suffering caused by poverty, illness and disability of persons who reside in the United States and throughout the world;
- b. to oversee and procure the collection and distribution of medical supplies to areas in need;

- c. to raise funds for the purchase of medical equipment and supplies;
- d. to provide education and facilitate training opportunities for persons associated with the health care industry;
- e. to provide scholarships solely for the purpose of educational advancement; and
- f. in general, to engage in all activities necessary, incidental and proper to accomplish the charitable purposes and objectives of the Corporation.

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

It is intended that the Corporation shall have the status of an organization exempt from federal income taxation under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

In the event the Corporation at any time is determined to be a private foundation as defined in section 509(a) of the Code, the income of the Corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under section 4942 of the Code; and during each taxable year to which such determination applies, the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under section 4944 of the Code.

ARTICLE IV - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 257 NW 107 Avenue, Pembroke Pines, Florida 33026 and the name of its Registered Agent at that address is Constance Harding who: a) accepts the appointment as registered agent; b) agrees to act in this capacity; c) agrees to comply with all statutes relative to the proper and complete performance of her duties; and d) is familiar with and accepts the obligation of her position as registered agent, as evidenced by her signature on Page 6 herein.

ARTICLE VI - SUBSCRIBERS

The names of the subscribers are: Joyce Harris-Belnavis, Rounica Beverly Nichols-Grant, Jacinth Brown, Dorothy Dixon, Rose Channer, and Sonia Hitchman.

ARTICLE VII - MEMBERSHIP

The Corporation shall have one or more members, the rights and qualifications of which shall be provided in the Bylaws.

ARTICLE VIII - DIRECTORS/MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors consisting of the officers of the Corporation and the elected executive officers. The directors of the Corporation shall be elected by the members as provided in the Bylaws.

ARTICLE IX - POWERS

Solely for the foregoing purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including but not limited to those powers set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property exclusively for charitable purposes either directly or by contributions to organizations described in section 501(c)(3) of the Code.

B. To make grants and otherwise distribute funds to organizations exempt from the payment of federal income tax under section 501 (a) of the Code and described in section 501

(c)(3) of the Code.

C. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which not for profit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

D. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation as set forth herein and which are consistent with its status as an organization described in section 501(c)(3) of the Code.

ARTICLE X - ADDITIONAL LIMITATIONS AND REQUIREMENTS

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to any members, employees, directors, officers, or any other private person, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements shall not occur unless they are permissible under the law, these Articles and Section 4958 of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE XI – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - OFFICERS

The officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer, and such other officers and assistant officers as may be provided for in the Bylaws

or by resolution of the Board of Directors. The election of each officer shall be made by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law. Officers must be directors of the Corporation.

ARTICLE XIII - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or repealed by the Board of Directors, subject to the approval of the members, as provided in the Bylaws.

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them. The procedure for amending the Articles of Incorporation shall be as provided in the Bylaws as the same may be amended from time to time, and as required under Florida law.

ARTICLE XV - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617, and as set forth in the Bylaws of the Corporation. It is intended that the officers and directors of the Corporation be immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

CERTIFICATE REQUIRED BY SECTION 617.1007, FLORIDA STATUTES

In accordance with Section 617.1007 (3), Florida Statutes, the Corporation certifies that the foregoing Amended and Restated Articles of Incorporation reflect amendments to the Articles of Incorporation of The Jamaica Nurse's Association of Florida, Inc. dated May 31, 1984 and filed with the Secretary of State on June 7, 1984 ("Prior Articles") as follows:

1. Article I of the Prior Articles was deleted and replaced with Article I of the Amended and Restated Articles of Incorporation.

2. Article II of the Prior Articles was deleted and replaced with Article II of the Amended and Restated Articles of Incorporation.

3. Article III of the Prior Articles was deleted and replaced with Article III of the Amended and Restated Articles of Incorporation.

4. Article IV of the Prior Articles was deleted and replaced with Article IV of the Amended and Restated Articles of Incorporation.

5. Article V of the Prior Articles was deleted and replaced with Article V of the Amended and Restated Articles of Incorporation.

6. Article VI of the Prior Articles was deleted and replaced with Article VI of the Amended and Restated Articles of Incorporation.

7. Article VII of the Prior Articles was deleted and replaced with Article VII of the Amended and Restated Articles of Incorporation.

8. Article VIII of the Prior Articles was deleted and replaced with Article VIII of the Amended and Restated Articles of Incorporation.

9. Article IX of the Prior Articles was deleted and replaced with Article IX of the Amended and Restated Articles of Incorporation.

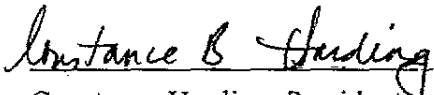
10. Article X of the Prior Articles was deleted and replaced with Article X of the Amended and Restated Articles of Incorporation.

11. Article XI of the Prior Articles was deleted and replaced with Article XI of the Amended and Restated Articles of Incorporation.

12. Articles XII - XV were added to the Articles of Incorporation of the Corporation.

The amendments described above were adopted pursuant to Section 617.1002, Florida Statutes, at a special meeting of the members held on July 26th, 2003, and the number of votes cast for the amendments were sufficient for approval.

Date: 11. 10 ., 2003


Constance Harding, President