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March 6, 2000

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: PROFESSIONAL NURSES OF PALM BEACH COUNTY, INC.

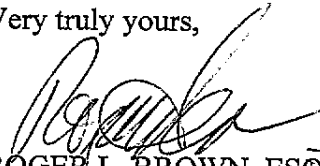
Dear Ladies/Gentlemen:

Enclosed please find two (2) copies of the Articles of Incorporation regarding the above referenced corporation.

Also enclosed please find our check in the amount of \$87.50 to cover the filing fee (\$35.00), registered agent fee (\$35.00), Certificate of Status (\$8.75) and certified copy (\$8.75) for said corporation.

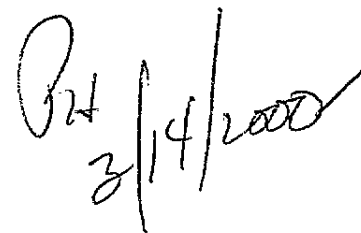
Please return a certified copy of the Articles of Incorporation to us as soon as possible.

Very truly yours,


ROGER L. BROWN, ESQ.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
00 MAR -8 PM 1:47
FILED

RLB:dbk
Enclosures


3/14/2000

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL NURSES OF PALM BEACH COUNTY, INC.

ARTICLE I - NAME

The name of the corporation is **PROFESSIONAL NURSES OF PALM BEACH COUNTY, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 5,000 shares of common stock having a par value of \$1.00 each, and such shall be designated "common shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase their pro rata share thereof (as

nearly as may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1325 South Congress Avenue, Suite 241, Boynton Beach, Florida 33426, and the name of the initial registered agent of this corporation at that address is GINGER GIAMPETRO. The street address of the principal office of this corporation is 1325 South Congress Avenue, Suite 241, Boynton Beach, Florida 33426.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

GINGER GIAMPETRO
1325 South Congress Avenue
Suite 241
Boynton Beach, Florida 33426

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is GINGER GIAMPETRO, 1325 South Congress Avenue, Suite 241, Boynton Beach, Florida 33426.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 6th day of March, 2000.

Ginger Giampetro
GINGER GIAMPETRO, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Ginger Giampetro
GINGER GIAMPETRO, Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me on March 6, 2000, by GINGER GIAMPETRO, who is personally known to me or who has produced a Florida Driver's License as identification.

FILED
00 MAR - 9 PM 1:47
TALLAHASSEE, FLORIDA
OFFICE OF THE
SECRETARY OF STATE



DONNA B. KEEFE
COMMISSION # CC 640485
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Donna B. Keefe
Printed Name: DONNA B Keefe

NOTARY PUBLIC

My Commission Expires: