

P00000038483

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500003201445--3
-04/10/00--01103--012
*****70.00 *****70.00

SUBJECT: ADVANCED MEDICAL RECRUITERS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation, and an original and one (1) copy of the Certificate of Designation of Registered Agent/Registered Office, and our check for \$70.00 in payment.

Thank you for your assistance.

FROM: Floyd O. Wilder
1081 Summit Place Circle, Suite A
West Palm Beach, FL 33415
Office: (561) 471-5728

FILED
00 APR 10 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
4-18-00
5

ARTICLES OF INCORPORATION
OF
ADVANCED MEDICAL RECRUITERS, INC..

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under **Chapter 607** of the laws of the State of Florida, a corporation for profit as follows:

ARTICLE I - Name and Principal Office of Corporation

The name of this corporation shall be:

ADVANCED MEDICAL RECRUITERS, INC..

The principal office of this corporation shall be:

810 Cedar Cove Road, Wellington, FL 33414

FILED
00 APR 10 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - Purpose

This corporation is organized for the purpose of Medical Personnel Placement, and any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - Capital Stock

The authorized capital stock of the corporation shall be **One Hundred (100)** shares, common stock with a **One Dollar (\$1.00)** per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Registered Office and Agent

The street address of the initial registered office of this corporation is **1081 Summit Place Circle, Suite A, West Palm Beach, Florida 33415** and the name of the initial registered agent of this corporation at that address is **Floyd Oliver Wilder**. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

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 but the number shall, subject to ARTICLE X below, never be less than one (1). The name and address of the initial director of this corporation is (are):

**Eugene F. Traub
810 Cedar Cove Road
Wellington, FL 33414**

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

**Eugene F. Traub
810 Cedar Cove Road
Wellington, FL 33414**

ARTICLE IX - Right of Assignment

The original Incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment shall stand in lieu of the original Incorporator and assume and carry out all rights, liabilities and duties entailed by said subscribers, subject to the law of the State of Florida and the execution of the necessary instruments of assignment.

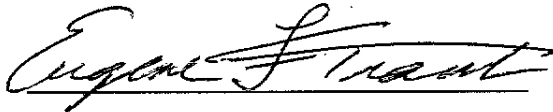
ARTICLE X - Management of Corporation By Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this
5 day of April, 2000.

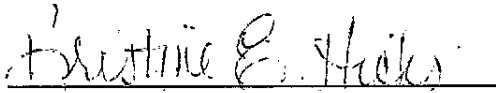


Eugene F. Traub

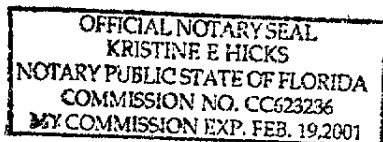
STATE OF FLORIDA)
) Ss.
COUNTY OF PALM BEACH)

I hereby certify that on this day personally came and appeared before me, the undersigned authority, Eugene F. Traub, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 5th day of April, 2000.


Notary Public

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


ADVANCED MEDICAL RECRUITERS, INC.

2. The name and address of the registered agent and principal office is:

Floyd Oliver Wilder
1081 Summit Place Circle, Suite A
West Palm Beach, FL 33415

FILED
00 APR 10 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

4/5/2000
DATE