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P. B. HOWELL, JR., P.A.  
L. E. TAYLOR, P.A.  
J. ROBERT DUGGAN, P.A.

April 19, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

500003218855--4  
-04/21/00--01094--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Quick Response II Staffing, Inc.

Dear Sir or Madam:

Please find enclosed the following documents pertaining to the above referenced:

1. Articles of Incorporation
2. Consent Form
3. Check in the amount of \$78.75 which covers the filing fee

Thank you for your attention to this matter.

Very truly yours,

*J. Robert Duggan*

J. Robert Duggan  
Attorney at Law

JRD/kl

Enclosures

EFFECTIVE DATE  
4-19-00

FILED  
00 APR 21 PM 1:47  
STATE  
TALLAHASSEE, FLORIDA

cc  
4-25-00

EFFECTIVE DATE  
4-19-00

FILED  
00 APR 21 PM 1:47  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
QUICK RESPONSE II STAFFING, INC.

ARTICLE I. NAME

NAME: The name of this corporation is QUICK RESPONSE II STAFFING, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 19th day  
of April, 2000.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of operating an organization which will provide temporary staffing services for medical personnel, including, but not limited to, registered nurses, licensed practical nurses and certified nursing assistants within the medical profession and transacting any and all other lawful business in the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street address of the initial registered office of this corporation is 9901 Fairway Circle, Leesburg, Florida 34788 and the name of the initial registered agent of this corporation at that address is ROBERT J. MAHER.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

ROBERT J. MAHER  
9901 Fairway Circle  
Leesburg, Florida 34788

CHARLES MCCULLOUGH  
9904 Fairway Circle  
Leesburg, Florida 34788

#### ARTICLE VIII. SUBSCRIBER

The names and addresses of the subscribers signing these articles are:

ROBERT J. MAHER  
9901 Fairway Circle  
Leesburg, Florida 34788

CHARLES MCCULLOUGH  
9904 Fairway Circle  
Leesburg, Florida 34788

#### ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

#### ARTICLE X. INDEMNIFICATION

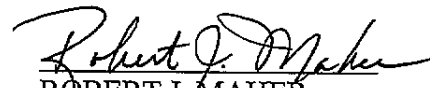
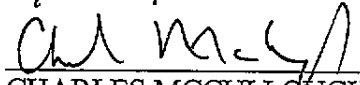
The corporation shall indemnify any officer or director, or any former officer or

director, to the full extent permitted by law.

#### ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on the 19<sup>th</sup> day of April, 2000.

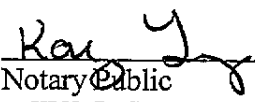
  
ROBERT J. MAHER  
  
CHARLES MCCULLOUGH

STATE OF FLORIDA

COUNTY OF LAKE

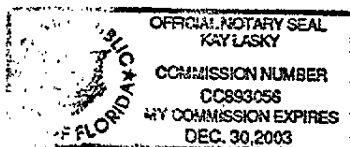
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT J. MAHER AND CHARLES MCCULLOUGH, known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above-named person: FLORIDA DRIVER'S LICENSE and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 19<sup>th</sup> day of April, 2000.

  
Notary Public  
KAY LASKY  
Printed Name

My Commission Expires:

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That QUICK RESPONSE II STAFFING, INC.  
desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the articles of  
incorporation at City of LEESBURG County  
of LAKE, State of FLORIDA  
has named ROBERT J. MAHER  
located at 9901 Fairway Circle, Leesburg, Florida 34788  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of LEESBURG, County of LAKE  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By Robert J. Maher  
ROBERT J. MAHER  
(Registered Agent)

FILED  
APR 21 PM 1:47  
00  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
FLORIDA

The undersigned, an officer and Director of QUICK RESPONSE STAFFING, INC., hereby grants permission to CHARLES MCCULLOUGH and ROBERT J. MAHER to form a new corporation known as QUICK RESPONSE II STAFFING, INC. The undersigned has no objection to the use of that name by those individuals for the purposes set forth within the articles. The undersigned has reviewed and executed the articles of incorporation of QUICK RESPONSE II STAFFING, INC. and approves of the same.

DATED this 19<sup>th</sup> day of April, 2000.

QUICK RESPONSE STAFFING, INC.

By: Charles McCulloch

CHARLES MCCULLOUGH

Its: President