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TRANSMITTAL LETTER

April 28, 2000

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

Re: MEDICAL STAFFING ASSOCIATES, INC
Articles of Incorporation

Dear Sir:

Enclosed for submission are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation and the original and one copy of Designation and Acceptance of Registered Agent.

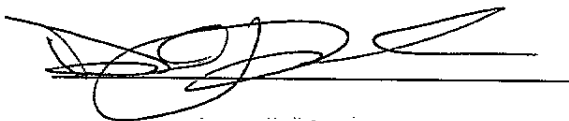
Filing fees also enclosed as follows:

Articles of Incorporation	\$35.00
Certified Copies	\$52.50
<u>Certificate of Status</u>	<u>\$8.75</u>
TOTAL	\$78.75

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Thank you for your assistance in this matter.

Sincerely,



FROM: David J. Mourick, Atty
3551 Bonita Bay Blvd., Suite 3
Bonita Springs, Florida 34134
Tel: 941-947-0535

NOTE: Please provide a certified copy of the Articles.

FILED
00 MAY -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JB
5-2-00
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ARTICLES OF INCORPORATION
OF
MEDICAL STAFFING ASSOCIATES, INC

FILED
00 MAY -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under Chapter 607 of the Official Florida Statutes, as revised from time to time adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is: MEDICAL STAFFING ASSOCIATES, INC

The principal office of the Corporation is located at:

4242 Rita Lane, Bonita Springs, Florida 34134.

ARTICLE TWO

The address including street and number, if any, of the corporation's initial registered agent in this state is 4242 Rita Lane, Bonita Springs, Florida 34134, and the name of its initial agent at such address is Barbara D. Mourick.

ARTICLE THREE

This corporation is to have perpetual existence.

ARTICLE FOUR

This Corporation is formed for the following purposes:

For all lawful and permitted uses and purposes, and to entitle the corporation to transact all other lawful activities as permitted under the laws of the State of Florida, and as permitted to be conducted by corporations incorporated under the provisions of Chapter 607 of the Official Florida Statutes, as revised from time to time.

ARTICLE FIVE

The name and place of residence of the sole incorporator is as follows:

Barbara D. Mourick
4242 Rita Lane, Bonita Springs, Florida 34134

ARTICLE: SIX

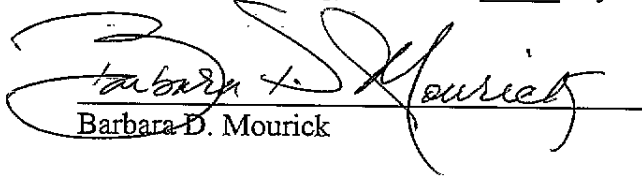
The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

1000 shares of common voting shares of capital stock and no other class of stock.

ARTICLE SEVEN

The preemptive right of a shareholder to acquire additional shares is not limited or denied.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed on this 28th day of April, 2000.


Barbara D. Mourick

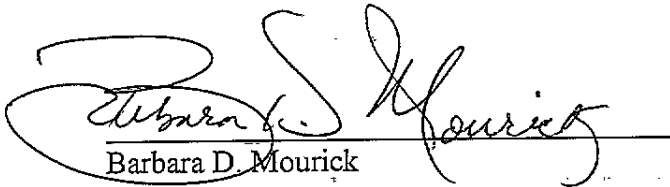
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. §607.0501, 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: MEDICAL STAFFING ASSOCIATES, INC
2. The name of the registered agent is: Barbara D. Mourick
3. The address of the registered agent/registered office is:

4242 Rita Lane, Bonita Springs, Florida 34134

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Barbara D. Mourick

DATE: April 28th, 2000

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00 MAY -1 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA