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CRANDELL AND ASSOCIATES, INC.
120 E. OAKLAND PARK BLVD., SUITE 107
FT. LAUDERDALE, FL 33334-1106

TELEPHONE (954) 565-9903
FAX (954) 565-7254

00 SEP -1 AM 9: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

08/28/00

AUGUST 30, 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

100003380051--6
--09/01/00--01039--016
*****78.75 *****78.75

SUBJECT: HEALTHCARE MANPOWER RESOURCE, INC.

ENCLOSED ARE AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES
OF INCORPORATION AND A CHECK FOR \$ 78.75.

FROM: CRANDELL AND ASSOCIATES, INC.

ATTENTION: PATRICIA A. BEYER

120 E. OAKLAND PARK BLVD., SUITE 107

FT. LAUDERDALE, FL 33334-1106

TELEPHONE - (954) 565-9903

FAX - (954) 565-7254

PA 9/7/00

ARTICLES OF INCORPORATION

FILED

00 SEP -1 AM 9: 23

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

EFFECTIVE DATE

08/28/00

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

HEALTHCARE MANPOWER RESOURCE, INC.

THIS CORPORATION SHALL COMMENCE ON AUGUST 28, 2000.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

1560 SAWGRASS CORPORATE PARKWAY
4TH FLOOR
FT. LAUDERDALE, FL 33323

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT ARE:

EMILIO ABUNDO, III
9420 S. HAMPTON PLACE
BOCA RATON, FL 33434

ARTICLE V INCORPORATOR(S)

THE NAMES(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION ARE:

EMILIO ABUNDO, III
9420 S. HAMPTON PLACE
BOCA RATON, FL 33434

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION THIS 30TH DAY OF AUGUST 2000.



EMILIO ABUNDO, III

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00 SEP -1 AM 9: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

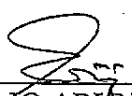
1. THE NAME OF THE CORPORATION IS:

HEALTHCARE MANPOWER RESOURCE, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND
OFFICE ARE:

EMILIO ABUNDO, III
9420 S. HAMPTON PLACE
BOCA RATON, FL 33434

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.


EMILIO ABUNDO, III

8/30/00
(DATE)