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Atlas
WORLDWIDE, INC.

Ringling Professional Center, Suite D113, 2831 Ringling Blvd, Sarasota, FL 34237
Phone (941)954-1812 Fax (941)954-1852 Toll Free (877)893-VISA
atlaswide@aol.com

October 13, 2000

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

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-10/17/00--01032--003
*****78.75 *****78.75

Dear Sir or Madam,

SUBJECT ATLAS WORLDWIDE HEALTHCARE SERVICES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

\$78.75 Filing Fee & Certificate of Status

I would be obliged if you could process my request at your earliest convenience.

Yours truly,



Hugh Morgan
Incorporator

FILED
00 OCT 17 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ T. Burch OCT 18 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ATLAS WORLDWIDE HEALTHCARE SERVICES, INC.**

The undersigned acting as incorporator, of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles for such corporation.

ARTICLE I

The name of the corporation shall be Atlas Worldwide Healthcare Services, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34237

ARTICLE IV

The corporation shall have one class of stock of which there shall be one hundred thousand authorized shares having a par value of \$0.10 each.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price, which it is offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be Hugh Morgan, located at the corporation's registered office:

Suite D-113, 2831 Ringling Boulevard,
Sarasota, Florida 34237

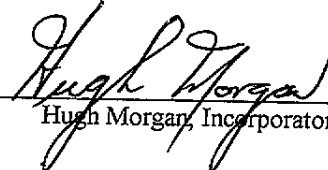
ARTICLE VII

The incorporator of the corporation is:
Hugh Morgan
Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34231

ARTICLE VIII

The purpose or purposes for which the corporation is organized are to engage in the recruitment of professional employees such as nurses, physical therapists, IT technicians etc. for lease to client companies and to engage in any activity or business permitted under the laws of the United States of America and this state.

The undersigned incorporator has executed these articles this 15th day of September, 2000


Hugh Morgan, Incorporator

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00 OCT 17 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT


I Hugh Morgan having been named as registered agent to accept service of process for:

ATLAS WORLDWIDE HEALTHCARE SERVICES, INC.

At the place designated below:

Suite D-113, 2831 Ringling Boulevard,
Sarasota, Florida 34237

I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature / Registered Agent

10/13/00
Date