

**P000001-13362**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
INTERIM HEALTHCARE OF LAKELAND, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
INTERIM HEALTHCARE OF LAKE LAND, INC.**

The undersigned, acting as Secretary of Interim Healthcare of Lakeland, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved by the Directors and the Shareholder of the Corporation in an action by written consent effective January 11, 2011, pursuant to Florida Statutes Sections 607.0821 and 607.0704. The number of votes cast by the shareholder by written consent was sufficient for approval.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on January 30, 2003.

**ARTICLE I - NAME/ADDRESS**

The name of the Corporation is Interim Healthcare of Lakeland, Inc. The street address of the principal office and mailing address of the Corporation is 1890 State Road 436, Suite 300, Winter Park, Florida 32792.

**ARTICLE II - DURATION**

The Corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$0.01) per share.

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**ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is:

1890 State Road 436  
Suite 300  
Winter Park, Florida 32792

The name of the registered agent of the Corporation at that address is:

Kenneth H. Schultz

**ARTICLE VI - BOARD OF DIRECTORS**

A. The Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the current directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Terry W. Bangs	1890 State Road 436 Suite 300 Winter Park, Florida 32792
Kenneth H. Schultz	1890 State Road 436 Suite 300 Winter Park, Florida 32792

**ARTICLE VII- BYLAWS**

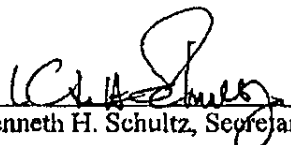
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE VIII - AMENDMENT**

The 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.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of this 1<sup>st</sup> day of January, 2011.

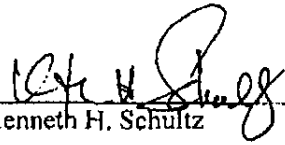
  
Kenneth H. Schultz, Secretary

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**  
**INTERIM HEALTHCARE OF LAKE LAND, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505, *Florida Statutes*.

  
Kenneth H. Schultz

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