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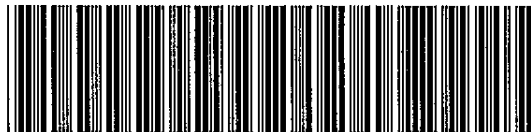
Special Instructions to Filing Officer:

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DIVISION OF CORPORATION

03 JAN 30 AM 11:49

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600010113236

*Amended &  
Restated*

FILED  
03 JAN 30 PM 12:35  
STATE  
TALLAHASSEE, FLORIDA

*RR  
1/30/03*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 913105 4363280

AUTHORIZATION :

COST LIMIT : *Patricia Pigatto*  
~~\$85.00~~

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ORDER DATE : January 30, 2003

ORDER TIME : 11:04 AM

ORDER NO. : 913105-005

CUSTOMER NO: 4363280

CUSTOMER: Ms. Joy Taylor  
Interim Healthcare Inc.  
1601 Sawgrass Corporate Pkwy  
Sunrise, FL 33323  
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DOMESTIC AMENDMENT FILING

NAME: INTERIM HEALTHCARE OF  
SARASOTA, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
03 JAN 30 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**INTERIM HEALTHCARE OF LAKELAND, INC.**

**formerly known as**

**INTERIM HEALTHCARE OF SARASOTA, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Interim Healthcare of Sarasota, Inc., a Florida corporation (the "Corporation"), certifies that:

- (1) The original articles of incorporation of the Corporation were filed by the Department of State on December 11, 2000, under the name Interim Healthcare of Sarasota, Inc.;
- (2) The attached Restated Articles were duly adopted by the incorporator on January 27, 2003, without shareholder action and shareholder action was not required;
- (3) The Articles of Incorporation of the Corporation are amended as follows:
  - (a) Article I is amended to change the name of the Corporation to: Interim Healthcare of Lakeland, Inc.
  - (b) Article VI is amended to change the number of directors to Two.
  - (c) Article VII is amended to remove, Philip Baird as a Director of this Corporation.

The text of the Articles of Incorporation, as amended, of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

**ARTICLE I**

**NAME:** The name of this Corporation is:

**INTERIM HEALTHCARE OF LAKELAND, INC.**

**ARTICLE II**

**DURATION:** The duration of this Corporation shall be perpetual.

### **ARTICLE III**

**PURPOSE:** The purposes for which this Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

### **ARTICLE IV**

**CAPITAL STOCK:** The aggregate number of shares, which the Corporation is authorized to issue, is one thousand (1,000) shares of Common Stock, and that are without Par Value.

### **ARTICLE V**

**REGISTERED AGENT:** The name and address of the initial registered agent of the Corporation is:

Raphael D. Umansky  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

### **ARTICLE VI**

**DIRECTORS:** The number of the Board of Directors shall be Two.

### **ARTICLE VII**

**DIRECTORS:** The name and address of the Directors are:

Raphael D. Umansky  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

Barbara McCann  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

## ARTICLE VIII

**INCORPORATOR:** The name and address of the incorporator is:

Raphael D. Umansky  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

## ARTICLE IX

**INDEMNITY:** **Section 1. Right to Indemnification.** Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member of the Board of Directors or an officer of the Corporation, (b) who is or was an employee or agent of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him or her in his or her capacity as such member of the Board of Directors, director, officer, trustee, member, partner, agent, employee or representative, or arising out of his or her status as such member of the Board of Directors, director, officer, trustee, member, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

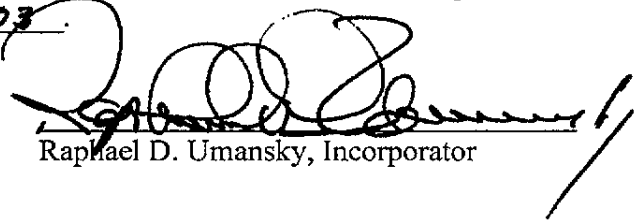
**Section 2. Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of members of the Board of Directors or officers of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof to the extent permitted by applicable law and upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3. Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each member of the Board of Directors of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

#### ARTICLE IX

**PRINCIPAL OFFICE:** The address of the principal office and the mailing address of the Corporation in the State of Florida is 1601 Sawgrass Corporate Parkway, Sunrise, Florida 33323, in the County of Broward.

The undersigned has executed and acknowledged these Amended Articles of Incorporation on 27TH day of JANUARY 2003.

  
Raphael D. Umansky, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

Sworn to and subscribed before me by Raphael D. Umansky, who is personally known to me on this 27 day of Jan, 2003.

  
Notary Public