



P00000113392

FILED
02 MAR -5 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 430280 4363280
AUTHORIZATION : *Patricia Piguet*
COST LIMIT : \$ 43.75

ORDER DATE : March 5, 2002

ORDER TIME : 3:55 PM

ORDER NO. : 430280-005

CUSTOMER NO: 4363280

CUSTOMER: Ms. Joy Taylor
Interim Healthcare Inc.
1601 Sawgrass Corporate
Parkway
Sunrise, FL 33323

RECEIVED
02 MAR -5 PM 4:21
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: INTERIM HEALTHCARE OF BROWARD
COUNTY, INC.

400005044714--9

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

G. Coulllette MAR 05 2002

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERIM HEALTHCARE OF BROWARD COUNTY, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, ,
INTERIM HEALTHCARE OF BROWARD COUNTY, 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;
- (2) The attached Restated Articles were duly adopted by the Corporation Board of
Directors on February 27, 2002 ;
- (3) The Articles of Incorporation of the Corporation are amended as follows:
 - (a) Article X is added.

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 BROWARD COUNTY, 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:

FILED
02 MAR -5 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE VI

DIRECTORS: The number of the Board of Directors shall be Three.

ARTICLE VII

DIRECTORS: The name and address of the Directors are:

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

Philip Baird
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.

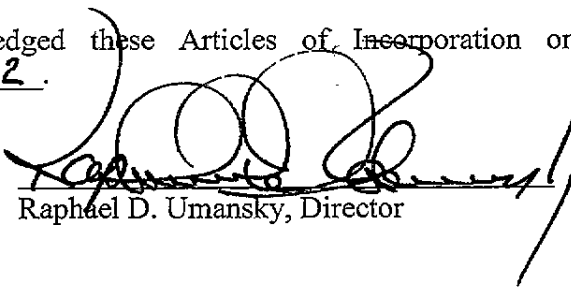
ARTICLE X

ACTIONS REQUIRING CONSENT OF THE DIRECTORS OF INTERIM HEALTHCARE HOLDINGS, INC.: Section 1. Bankruptcy. Except as otherwise required by law, without the consent of the Lenders' Directors (as defined below) then serving on the board of directors of Interim HealthCare Holdings, Inc., the Corporation will not fail to object to any involuntary proceeding or commence any case, proceeding or other action (i) under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it a bankrupt or insolvent, or seeking reorganization, arrangement, adjustment, winding-up, liquidation, dissolution, composition or other relief with respect to it or its debts, or (ii) seeking appointment of a receiver, trustee, custodian, conservator or other similar official for it or for all or any substantial part of its assets, or a general assignment for the benefit of its creditors. This Article VIII shall terminate upon the

payment or satisfaction in full of all outstanding obligations of the Credit Parties under the Credit Documents (as such terms are defined in that certain Amended and Restated Credit Agreement, dated as of October 25, 2001 (the "**Credit Agreement**"), among the Corporation, Interim HealthCare Holdings, Inc., Bank of America, N.A., as Agent (the "**Agent**") and the lenders party thereto (the "**Lenders**"). For purposes of this Article VIII, "**Lenders Directors**" shall mean those directors of Interim Healthcare Holdings, Inc. who are designated by the Agent on behalf of the Lenders pursuant to the terms of that certain Master Restructuring Agreement, dated as of October 25, 2001, among Catamaran Acquisition Corp., the Corporation, the Agent and the Lenders.

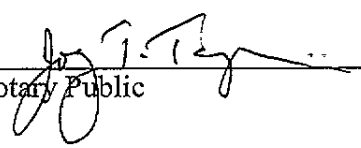
Section 2. Miscellaneous. Except as otherwise required by law, the Corporation will not, and will cause its Subsidiaries not to, without first having obtained the consent of the Lenders' Directors then serving, amend, alter or repeal any provision of, or add any provision to, this Article VIII.


The undersigned has executed and acknowledged these Articles of Incorporation on 4TH day of MARCH, 2002.


Raphael D. Umansky, Director

STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to and subscribed before me by Raphael D. Umansky who is personally known to me on this 4th day of March, 2002.


Notary Public

 Joy T Taylor
My Commission CC880289
Expires December 25, 2003