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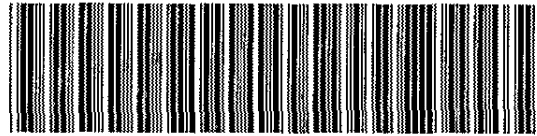
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Amended &
Restated
Articles

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 483692 4363280

AUTHORIZATION :

COST LIMIT : \$ 43.75

Spindel

ORDER DATE : September 27, 2006

ORDER TIME : 9:31 AM

ORDER NO. : 483692-005

CUSTOMER NO: 4363280

DOMESTIC AMENDMENT FILING

NAME: INTERIM HEALTHCARE OF BROWARD
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2006 SEP 28 PM 4:54

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

To the Department of State
State of Florida

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:

- (a) The original articles of incorporation of the Corporation were filed by the Department of State on December 11, 2000;
- (b) The attached Restated Articles were duly adopted by the Sole Shareholder and Board of Directors of the Corporation on September 20, 2006;
- (c) The Articles of Incorporation of the Corporation are amended as follows:
 - a. Article I, the Name of the Corporation is changed from " INTERIM HEALTHCARE OF BROWARD COUNTY, INC." to " INTERIM OCCUPATIONAL HEALTH, INC."

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 OCCUPATIONAL HEALTH, 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 Three.

ARTICLE VII

DIRECTORS: The name and address of the Directors are:

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

Allan C. Sorensen
1601 Sawgrass Corporate Parkway
Sunrise, Florida 33323

Barbara A. 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).

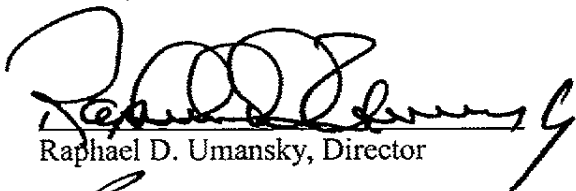
Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each member of the Board of Directors of the Corporation to the fullest extent permitted by all portions of this Article that has 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 Articles of Incorporation on 20th day of September 2006.

Constituting the Entire Board of Directors:

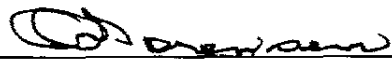

Raphael D. Umansky, Director


Barbara A. McCann, Director


Allan C. Sorensen, Director

As Sole Shareholder

Interim Healthcare Inc.:


Allan C. Sorensen, President