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**JAY E. KAUFFMAN**

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-04/19/01--01076--018  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

April 16, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Reference: **NURSES PLUS, INC.**

Enclosed are the Articles of Incorporation for the above referenced corporation and our check in the amount of \$87.50 to cover the following:

State Charter Fee	\$ 35.00
Certified Copy Fee	52.50

We would appreciate your filing the Articles, certifying them to us as the Articles of Incorporation and returning them to us.

Sincerely,

  
Jay E. Kauffman  
Attorney at Law

**FILED**  
01 APR 19 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE APR 20 2001

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ARTICLES OF INCORPORATION  
OF

**NURSES PLUS, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation  
under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **NURSES PLUS, INC.**

The address of the principal office of this corporation shall be  
6526 Central Avenue, St. Petersburg, Florida 33707, and the  
mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful  
activities or business permitted under the laws of the United  
States, the State of Florida or any other state, country,  
territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is  
authorized to have outstanding at any one time is 7,500 shares of  
common stock having a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the  
corporation shall be 6526 Central Avenue, St. Petersburg, Florida  
33707, and the name of the initial registered agent of the  
corporation at that address is Jay E. Kauffman.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Jay E Kauffman	6526 Central Avenue,
	St. Petersburg, Florida 33707

#### ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold offices for the first year of the corporation, or until their successors are elected or appointed are:

President - Jay E Kauffman	6526 Central Avenue,
	St. Petersburg, Florida 33707
Treasurer - Jay E Kauffman	6526 Central Avenue,
	St. Petersburg, Florida 33707
Secretary - Jay E Kauffman	6526 Central Avenue,
	St. Petersburg, Florida 33707

ARTICLE VIII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code. It is also the intent of the corporation that it shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X - INCORPORATOR

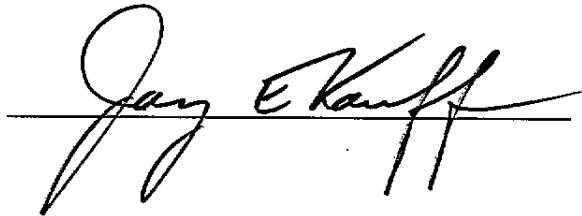
The name and street address of the incorporator to these Articles of Incorporation is:

Jay E Kauffman

6526 Central Avenue,

St. Petersburg, Florida 33707

IN WITNESS WHEREOF, the undersigned has set his hand and seal on March 21, 2001.

A handwritten signature in cursive script, reading "Jay E Kauffman", is written over a horizontal line.

ACCEPTANCE OF REGISTERED AGENT DESIGNATION IN  
ARTICLES OF INCORPORATION

Jay E Kauffman, who maintains an office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.

A handwritten signature in black ink, reading "Jay E Kauffman", written over a horizontal line.

**FILED**  
01 APR 19 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA