

WALZER & ASSOCIATES, INC.

A Professional Accounting Firm

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Orlando, Florida 32810

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P010000076646

JULY 30, 2001

SECRETARY OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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****122.50 *****78.75

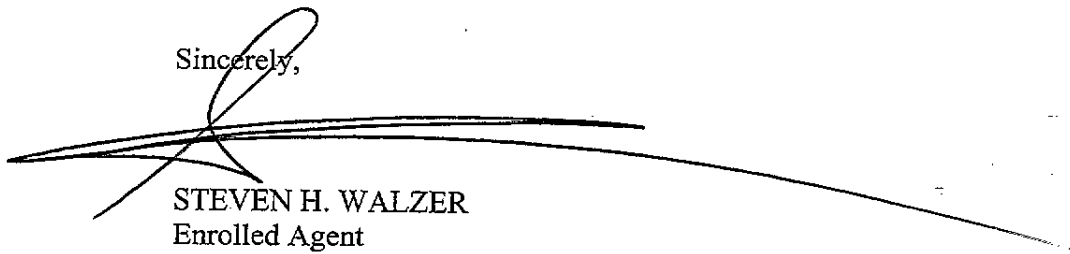
RE: TWO NURSES, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/crm
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-3-01
WC

ARTICLES OF INCORPORATION

OF

TWO NURSES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is TWO NURSES, INC.; the address is 2047 Bobtail Drive, Maitland, Florida 32751.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 30th day of July 2001 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2047 Bobtail Drive, Maitland, Florida 32751, and the name of the initial registered agent of this Corporation at that address is Verna B. Hayward.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number if directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The name and addresses of the initial directors of this Corporation are:

Verna B. Hayward
President, Vice President
2047 Bobtail Drive
Maitland, Florida 32751

Frances L. Combs
Secretary and Treasurer
1202 Homosassa Court
Longwood, Florida 32779

The name and addresses of the persons signing these Articles are:

Verna B. Hayward
President, Vice President
2047 Bobtail Drive
Maitland, Florida 32751

Frances L. Combs
Secretary and Treasurer
1202 Homosassa Court
Longwood, Florida 32779

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

Incorporation on this 30 day of July, 2001.

Verna B. Hayward
Verna B. Hayward

Frances L. Combs
Frances L. Combs

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 30TH day of JULY, 2001, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, Verna B. Hayward, and Frances L. Combs, well known and known to be the persons who executed the foregoing Articles of Incorporation, TWO NURSES, INC. and they acknowledged that they signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Maitland, Florida in said County and State, this 30TH day of JULY, 2001.



NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that TWO NURSES, INC., desiring to organize or qualify under the laws of the State of
Florida, its principal place of business in the City of Mailland, Florida has named Verna B
Hayward ,2047 Bobtail Drive, Maitland, FL 32751 as its agent to accept service process within
Florida.

Verna Beth Hayward
Verna B. Hayward
President, Vice President

Frances L. Combs
Frances L. Combs
Secretary, Treasurer

Date: 7/30/01

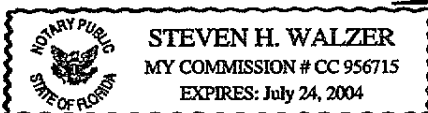
Date 7-30-01

ACCEPTANCE

Having been named to accept service of process for the above - named Corporation at the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all Statutes relative to the proper and complete performance of my duties.

Verna Beth Hayward
Verna B. Hayward
DATE: 7-30-01
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 30TH day of JULY,
2001, in said County and State.



NOTARY PUBLIC-STATE OF FLORIDA