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ARNSTEIN & LEHR

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Brian J. Cooke, Esq.
BJCooke@arnstein.com

August 29, 2001

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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
407 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Medical Professional Recruitment, Inc.

Ladies and Gentlemen:

Enclosed herewith is an original and one (1) executed copy of the Articles of Incorporation of Medical Professional Recruitment, Inc.

Also enclosed is a law firm check made payable to the Secretary of State in the amount of $70.00 to cover the filing fee.

Kindly process this matter at your earliest convenience.

Should you have any questions, please feel free to contact me.

Very truly yours,

Brian J. Cooke

FILED
01 SEP -4 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/bf
Enclosures

114204_1

D. BROWN SEP - 5 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDICAL PROFESSIONAL RECRUITMENT, INC.

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be MEDICAL PROFESSIONAL RECRUITMENT, INC., having as its initial corporate mailing address: 100 East Linton Blvd., Ste. 409B, Delray Beach, FL 33483.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be Two Thousand (2,000) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is Brian J. Cooke. This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors of one (1). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Donovan Anderson
100 E. Linton Blvd., Ste. 409B
Delray Beach, FL 33483

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Brian J. Cooke
c/o Arnstein & Lehr
515 North Flagler Drive, Suite 600
West Palm Beach, FL 33401

ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

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

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 30 day of August, 2001.

Brian J. Cooke

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, Brian J. Cooke, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 30th day of August, 2001.

Brenda J. Fenton
NOTARY PUBLIC
Brenda J. Fenton
(Type or Print Name)
State of Florida at Large

My Commission expires:
Commission Number:

Brenda J. Fenton
MY COMMISSION # CC962138 EXPIRES
September 3, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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

FILED
01 SEP -4 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Florida Statutes the following is submitted:

First -- That MEDICAL PROFESSIONAL RECRUITMENT, INC., has named Brian J. Cooke, who is located at Arnstein & Lehr, 515 North Flagler Drive, Suite 600, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____
Brian J. Cooke

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