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Attorney at Law

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Boca Raton, Florida 33431
Telephone (561) 361-8528
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October 30, 2001

Secretary of State
Division of Corporations
Corporate Filings
P. O. Box 6324
Tallahassee, FL 32314

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-11/05/01--01052--006
*****70.00 *****70.00

Re: Filing of Articles of Incorporation of Joanne Scharr, RN, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Joanne Scharr, RN, Inc., along with a check for \$70.00 filing fee. Please return a file copy to me. I have provided a stamped, self-addressed envelope for your convenience.

Thank you for your attention to the above.

Very truly yours,


Lisa Marie Macchi

LMM:mbe
Enclosures

FILED
01 NOV -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Butch NOV 6 2001

Member Florida, New Jersey, Pennsylvania and Washington, D.C. Bars

ARTICLES OF INCORPORATION
OF
JOANNE SCHARR, RN, INC.

01 NOV -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE 1. NAME

The name of the corporation shall be:

JOANNE SCHARR, RN, INC.

The address of the principal office of this corporation shall be 100 Jeffery Street, Boca Raton, Florida 33487, and the mailing address of the corporation shall be P. O. Box 1353, Boca Raton, Florida 33429.

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 of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be One Boca Place, 2255 Glades Road, Suite 324 Atrium, Boca Raton, FL. 33431, and the name of the initial registered agent of the corporation at that address is Lisa Marie Macci, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have the following directors initially. The name and address of the initial directors who shall hold office for the first year of the corporation, or until his or her successors are elected or appointed are:

Joanne Scharr/Director
P. O. Box 1353 —
Boca Raton, FL 33429

ARTICLE VII. SPECIAL PROVISION

The corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

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

Lisa Marie Macci
One Boca Place
2255 Glades Road, Suite 324 Atrium
Boca Raton, FL 33431

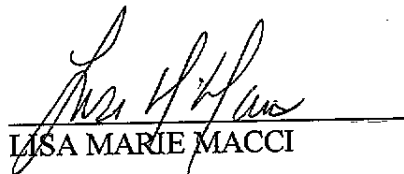
IN WITNESS WHEREOF, the undersigned has hereunto set her hand on
October 30, 2001.


LISA MARIE MACCI

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Lisa Marie Macci, Esquire, having a business office located at One Boca Place, 2255
Glades Road, Suite 324 Atrium, Boca Raton, FL 33431 and having been designated as the
Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations
of the position of Registered Agent under Section 607.0505, Florida

Statutes.


LISA MARIE MACCI