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Nicholas T. Schroeder  
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352-376-8118

December 4, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/10/01--01043--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

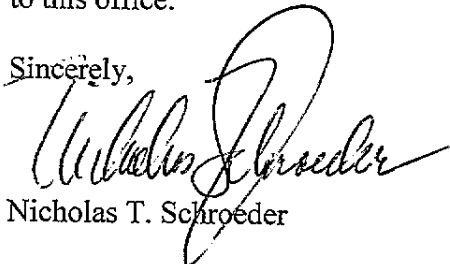
Re: *Incorporation of MedStaff Worldwide, Inc.*

Enclosed are the following:

1. Articles of Incorporation of MedStaff Worldwide, Inc.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,



Nicholas T. Schroeder

Enclosures (3)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
**MedStaff Worldwide, Inc.**

I, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **MedStaff Worldwide, Inc.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

### ARTICLE III

#### Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part therefore, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

### ARTICLE IV

#### Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

### ARTICLE V

#### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Beginning of Corporate Existence

The date corporate existence shall begin shall be December 10, 2001

## ARTICLE VII

### Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

## ARTICLE VIII

### Principal Office

The initial street address of the principal office of this corporation shall be:

5000 NW 27<sup>th</sup> Court  
Suite B  
Gainesville, FL 32606

ARTICLE IX

Subscriber

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

GEORGE JACOB  
5000 NW 27<sup>th</sup> Court  
Suite B  
Gainesville, FL 32606

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

GEORGE JACOB  
5000 NW 27<sup>th</sup> Court  
Suite B  
Gainesville, FL 32606

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

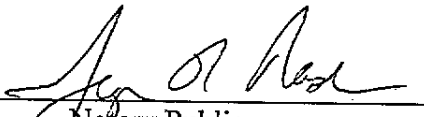
IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 4 day of December, 2001.


  
\_\_\_\_\_  
GEORGE JACOB

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, GEORGE JACOB, being well known or identified by his Florida Driver's License, and who did take an oath, acknowledged before me that he is a party to the foregoing Articles of Incorporation, and further acknowledges the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this \_\_\_\_ day of December, 2001.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

 George R Nash  
★ My Commission CC615219  
Expires March 02, 2004

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

In compliance with Section 48.091, Florida Statutes, the following is  
submitted:

**MedStaff Worldwide, Inc.**, desiring to organize or qualify under the laws of  
the State of Florida, with its principal place of business at:

5000 NW 27<sup>th</sup> Court  
Suite B  
Gainesville, FL 32606

has named GEORGE JACOB located at

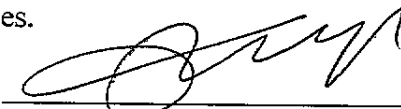
5000 NW 27<sup>th</sup> Court  
Suite B  
Gainesville, FL 32606

as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
GEORGE JACOB,  
President

Date: 12.4.2001

Having been named to accept service of process for the above stated  
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.

  
\_\_\_\_\_  
GEORGE JACOB  
Registered Agent

Date: 12.4.2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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