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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2002

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CUSTOMER NO: 5236A

CUSTOMER: Robert A. Dittman, Esq.
Spinner Dittman Federspiel &
Dowling
151 Northwest 1st Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: T & T NURSING SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY

XX (1) PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
02 MAR 28 PM 1:58
DIVISION OF CORPORATION

g3b8

**ARTICLES OF INCORPORATION
OF
T & T NURSING SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of this corporation is T & T NURSING SERVICES, INC.

ARTICLE 2

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE 3

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 4

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

A. Voting Rights:

Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the Shareholders and in the election of Directors.

B. Dividend Rights:

Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.

C. Preemptive Rights:

Every Shareholder, upon the sale for cash of any unissued shares of stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share of unissued shares at the price at which it is offered to others.

D. Liquidation Rights:

In the event of liquidation or dissolution of the corporation, every share of common stock shall participate prorata, in the assets of the corporation available for distribution, whether such liquidation or dissolution is voluntary or involuntary.

ARTICLE 5

The initial principal office or mailing address of the corporation and the street address of the initial registered office of the corporation is 5717 Boynton Cove Way, Boynton Beach, FL 33437, and the name of the initial registered agent of the corporation is **DAPHNE H. PEART**.

ARTICLE 6

Management of this corporation shall be by the Board of Directors, which shall consist, initially, of four (4) Directors. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are **DAPHNE H. PEART**, 5717 Boynton Cove Way, Boynton Beach, FL 33437, **THEODORE C. JACKSON**, 2300 N.E. First Lane, Apt. 302, Boynton Beach, FL 33435, **DOREEN S. SMITH**, 7756 Northtree Way, Lake Worth, FL 33464, and **FAE M. SMITH**, 117 S. E. 31st Avenue, Boynton Beach, FL 33435.

The initial Directors of this corporation shall hold office for the first year of existence of the corporation and until their successors are elected.

ARTICLE 7

The name and address of the person signing these Articles is:

DAPHNE H. PEART
5717 Boynton Cove Way
Boynton Beach, Florida 33435

ARTICLE 8

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the Shareholders, with the act of the Shareholders to control over any inconsistent act of the Directors.

ARTICLE 9

The Shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause therefor.

ARTICLE 10

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 11

These Articles of Incorporation and/or any amendment hereto may be amended in whole or part in the manner specified by the Florida Business Corporation Act.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26TH day of March, 2002.



DAPHNE H. PEART
Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

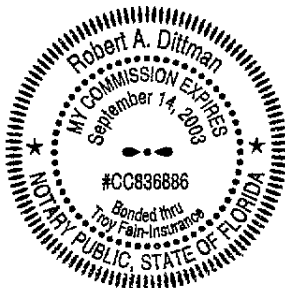
THE FOREGOING INSTRUMENT was sworn to, subscribed and acknowledged before me by **DAPHNE H. PEART** this 26th day of March, 2002. **DAPHNE H. PEART** is personally known to me or, if not, has produced Florida driver's license No. D630-168 41-525-6 as identification.



←(Print Name)

Notary Public
Commission No.:
My commission expires:

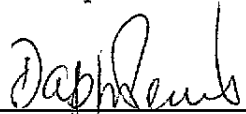
[SEAL]



**CERTIFICATE
DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR SERVICE OF PROCESS
OF
T & T NURSING SERVICES, INC.**

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of T & T NURSING SERVICES, INC., (the "corporation") hereby certifies as follows:


1. That the registered office of the corporation shall be and same is 5717 Boynton Cove Way, Boynton Beach, FL 33437.
2. That the Registered Agent for service of process of the corporation shall be and same is **DAPHNE H. PEART**, whose address is the same as the corporation.


DAPHNE H. PEART
Incorporator

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2 MAR 28 PM 3:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named Registered Agent for service of process of the above stated corporation, at the place designated in this Certificate, I hereby accept such appointment, acknowledge that I am familiar with and accept the obligations of that position, and agree to comply with all provisions of law relative to keeping open said office.



DAPHNE H. PEART
Registered Agent

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

~~January~~ ^{March} **THE FOREGOING INSTRUMENT** was acknowledged before me this 26th day of ~~January~~ ^{March}, 2002, by **DAPHNE H. PEART**, who is personally known to me or, if not, has produced Florida driver's license No. 1630-16841-521-0 as identification.

[SEAL]




← (Print Name)
Notary Public
Commission No.:
My commission expires: