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LAW OFFICES OF
KALTENBACH, WILLIAMS & RISTOFF, P.L.C.

Attorneys and Counselors at Law

7026 Little Road
New Port Richey, Florida 34654

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Stephen R. Williams
David R. Ristoff

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**(of counsel)*

April 1, 2002

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Corporate Filing Department

Re: Articles of Incorporation of: Team Healthcare, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced not for profit corporation, together with our check in the amount \$78.75, which represents the filing fees and the cost for a certified copy of the same.

I would appreciate your filing the Articles of Incorporation and thereafter providing a certified copy of same to this office. Thank you for your courtesies and attention in this matter.

Sincerely,

David R. Ristoff

Signed in his absence to avoid delay.

David R. Ristoff

Enclosures

CB
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ARTICLES OF INCORPORATION
OF
TEAM HEALTHCARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the 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.

ARTICLE I. NAME

The name of this corporation shall be TEAM HEALTHCARE, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal office and address of said corporation is
2390 Beach Drive, Suite 101, Avon Park, FL 33825.

ARTICLE III. PURPOSE

The purpose of this corporation is to provide health care consulting services, together with any and all business related thereto, and the transaction of any and all lawful business, both domestic and abroad for which corporations may be organized under Florida Statute 607.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares to be issued by this

corporation shall be One Thousand (1,000) shares of common stock with a par value of One (\$1.00) Dollar each.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VI. REGISTERED AGENT

The Registered Agent of this corporation shall be DAVID A. JENSEN and the Registered Address of the corporation shall be 2390 Beach Drive, Suite 101, Avon Park, FL 33825. The Registered Agent does hereby accept and is familiar with the duties of being designated as Registered Agent.

ARTICLE VII. DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be increased or decreased from time to time by the By Laws, but shall never be less than three. The name and address of the initial directors of this corporation are:

DAVID J. GUNSTEENS
1346 Saffron Way
New Port Richey, FL 34655-4508

BARRY D. McBROOM
2231 N. Bennett Road
Avon Park, FL 33825-9078

DAVID A. JENSEN
2631 Island Drive
Sebring, FL 33872

ARTICLE VIII. INCORPORATORS

The name(s) and address(es) of the incorporators to this corporation and number of shares they elect to take is/are:

DAVID GUNSTEENS	400 shares
1346 Saffron Way	
New Port Richey, FL 34655	

BARRY D. McBROOM	200 Shares
2231 N. Bennett Road	
Avon Park, FL 33825-9078	

DAVID A. JENSEN	200 Shares
2631 Island Drive	
Sebring, FL 33872	

ARTICLE IX. AMENDMENT OF ARTICLES

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

ARTICLE X. EFFECTIVE DATE

This corporation shall be in existence and effective upon the date of the filing these Articles of Incorporation.

IN WITNESS WHEREOF, the incorporators and Registered Agent have hereunto set her hand and seal this 1 day of April, 2002.

WITNESSES:

Heather M. Badger

Mary Ann Frampton

Heather M. Badger

Mary Ann Frampton

Heather M. Badger

Mary Ann Frampton

[Signature]

DAVID J. GUNSTEENS, Incorporator

[Signature]

BARRY D. McBROOM, Incorporator

[Signature]

DAVID A. JENSEN, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared DAVID J. GUNSTEENS, BARRY D. McBROOM and DAVID A. JENSEN, who executed the foregoing instrument, and acknowledged that they signed and sealed the said instrument, and did so freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal this 1st day of April, 2002.

My Commission Expires:

Mary Ann Frampton

Notary Public

(☒) OATH TAKEN
(☐) OATH NOT TAKEN

(☐) PERSONALLY KNOWN
(☐) PRODUCED IDENTIFICATION:
FL. Driver's License



Mary Ann Frampton
MY COMMISSION # DD041075 EXPIRES
August 20, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

WITNESSES:

Heather M. Bridges
Mary Ann Frampton

David A. Jensen
DAVID A. JENSEN
Registered Agent

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, personally appeared DAVID A. JENSEN, who executed the foregoing instrument, and acknowledged that he/she signed and sealed the said instrument, and did so freely and voluntarily for the uses and purposes therein mentioned.

WITNESS my hand and official seal this 1st day of April, 2002.

My Commission Expires:

Mary Ann Frampton
Notary Public

(☒) OATH TAKEN
() OATH NOT TAKEN

(☒) PERSONALLY KNOWN
(☒) PRODUCED IDENTIFICATION
FL Driver's License

Mary Ann Frampton
MY COMMISSION # DD041875 EXPIRES
August 20, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the aforementioned corporation, organized under the Laws of the State of Florida, submit the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is:

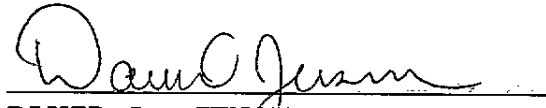
TEAM HEALTHCARE, INC.

2. The name and street address of the Registered Agent and

Office is:

DAVID A. JENSEN
2390 Beach Drive
Suite 101
Avon Park, FL 33825

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DAVID A. JENSEN