

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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RN Recruitment Network
Dr

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dissolution / Withdrawal _____
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ARTICLES OF INCORPORATION

OF

RN RECRUITMENT NETWORK, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I: NAME

The name of this corporation is **RN RECRUITMENT NETWORK, INC.**

ARTICLE II: PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida and will specifically be involved in marketing
exceptional talented people, performing placement services and performing executive
recruitment with emphasis on the health care industry.

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ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 Shares of Stock of common stock of One Dollar and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV: DURATION

This corporation is to exist perpetually.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 10119 Maronda Dr., Riverview, Florida 33569, Hillsborough County, Florida.

The name and street address of the initial registered agent of the corporation in the State of Florida is:

**GREGORY NEWCOMB
10119 Maronda Drive
Riverview, Florida 33569**

The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws.
Initially, this corporation shall have two (2) Directors, the names of who are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GREGORY NEWCOMB	10119 Maronda Drive Riverview, Florida 33569
RACHEL D. NEWCOMB	10119 Maronda Drive Riverview, Florida 33569

ARTICLE VII: OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
GREGORY NEWCOMB Vice-President and Treasurer	10119 Maronda Drive Riverview, Florida 33569
RACHEL D. NEWCOMB President and Secretary	10119 Maronda Drive Riverview, Florida 33569

ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI: AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII: INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME:

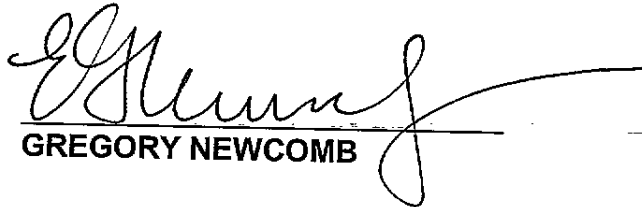
GREGORY NEWCOMB

ADDRESS

10119 Maronda Drive
Riverview, Florida 33569

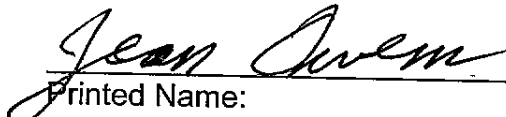
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as
Incorporator, by: **GREGORY NEWCOMB**.

Dated this 13th day of Sept, 2002.

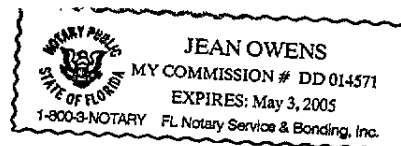

GREGORY NEWCOMB

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13 day of Sept,
2002, by **GREGORY NEWCOMB**, who is personally known to me or who has produced a
Drivers License as identification.


Printed Name:
Notary Public
My Commission Expires:
Serial Number:

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**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

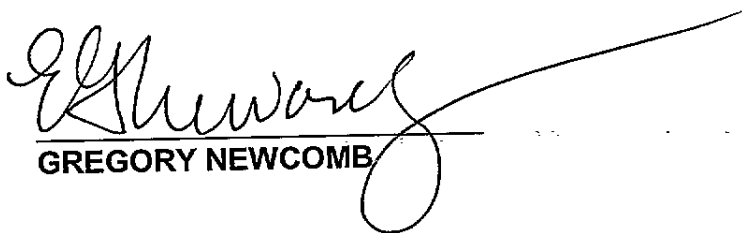
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **RN RECRUITMENT NETWORK, INC., a Florida corporation**

2. The name and address of the registered agent and office is:

**GREGORY NEWCOMB
10119 Maronda Drive
Riverview, Florida 33569**

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.


GREGORY NEWCOMB

9-13-02
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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