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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 SEP 26 PM 12:06

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September 25, 2001

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

Re: Articles of Incorporation - A1 Scrubs, Inc.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation for A1 Scrubs, Inc. for filing with your office. Also enclosed is a check in the amount of \$78.75 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,

SLAYMAKER AND NELSON, P.A.

Karen M. Rook
Karen M. Rook, Secretary

Enclosures

PO 2000 10 5469

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
A1 SCRUBS, INC.**

The undersigned, acting as the incorporator of A1 SCRUBS, INC. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is A1 SCRUBS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporations authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2218 Highway 44 West, Inverness, Florida 34453 and the name of the corporation's initial registered agent at that address is John A. Nelson.

The street address of the principal office of the corporation is 5435 S. Leonard Terrace, Inverness, Florida 34452.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Robert P. Beermann, Jr.	5435 S. Leonard Terrace Inverness, Florida 34452
Julie A. Beermann	5435 S. Leonard Terrace Inverness, Florida 34452

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

Robert P. Beermann, Jr.
5435 S. Leonard Terrace
Inverness, Florida 34452

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.


ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Inverness, Florida, this 23 day of September, 2002.


ROBERT P. BEERMANN, JR.

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared ROBERT P. BEERMANN, JR., who is to me well known to be the person described or who provided DE. DL# H125-26938 as identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Inverness in said County and State this 23 day of September, 2002.


Notary Public, State of Florida
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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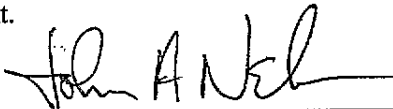
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, 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: A1 Scrubs, Inc.
2. The name and address of the registered agent and office is:

John A. Nelson
2218 Highway 44 West
Inverness, Florida 34453

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 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.



John A. Nelson