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(City/State/Zip/Phone #)

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PICK-UP

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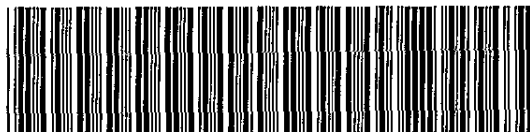
(Business Entity Name)

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03 JAN -2 AM 11:21
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TALLAHASSEE, FLORIDA

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03 JAN -2 PM 3:54
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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

OptimumCare Staffing, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy 13 _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF INCORPORATION
OF
OPTIMUMCARE STAFFING, INC.

FILED
03 JAN -2 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is OptimumCare Staffing, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State.

ARTICLE II

Principal Office

The street address and mailing address of the initial principal office of the Corporation is 5850 Hannum Avenue, Culver City, California 90230.

ARTICLE III

Registered Office and Agent

The street address of the initial registered office in the State of Florida is 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301. The name of the initial registered agent at such address is Capital Connection, Inc.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000,000 shares of Common Stock ("Common Stock"), no par value.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Karen N. Winnett

Address

840 Newport Center Drive, Suite 700
Newport Beach, California 92660

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator, has executed these Articles of Incorporation this 1st day of January, 2003.


Karen N. Winnett, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CAPITAL CONNECTION, INC.

Dated: January 2, 2003

By: Stacey Leggett

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STATE
TALLAHASSEE, FLORIDA