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Amended &
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 687575 4363280

AUTHORIZATION : *Patricia Fajardo*

COST LIMIT : \$ 35.00

ORDER DATE : November 3, 2005

ORDER TIME : 10:24 AM

ORDER NO. : 687575-005

CUSTOMER NO: 4363280

DOMESTIC AMENDMENT FILING

NAME: INTEGRATED HEALTH SERVICES,
CORP.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX AMENDED AND RESTATED ARTICLES

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

INTEGRATED HEALTH SERVICES, CORP.

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Integrated Health Services, Corp., a Florida corporation (the "Corporation"), certifies that:

- (1) The original articles of incorporation of the Corporation were filed with the Department of State on February 26, 2003, under the name Integrated Health Services;
- (2) The within Restated Articles were duly adopted by the sole stockholder and the entire Board of Directors of the Corporation on October 14, 2005;
- (3) The Articles of Incorporation of the Corporation are amended as follows:
 - (a) The former Article I is amended to change the name of the Corporation to:
Interim HealthCare of South Florida, Inc.;
 - (b) The former Article III is amended to change the number of authorized shares of common stock and the par value of each share of common stock;
 - (c) The former Article VI is amended to change the address of the principal office of the corporation;
 - (d) The former Article VII is amended to change the Name and Address of the Registered Agent;
 - (e) The former Article VIII is amended to change the number of Directors;
 - (f) The former Article IX is amended to replace the Directors of the Corporation;
 - (g) The former Article XII is deleted and replaced with a new Article XII;
 - (h) The former Article XIII is deleted; and
 - (i) The former Article XIV is deleted.

The Articles of Incorporation of the Corporation are approved by the sole Shareholder and are hereby amended and restated in their entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

ARTICLE I

NAME: The name of this Corporation shall be:

INTERIM HEALTHCARE OF SOUTH FLORIDA, INC.

ARTICLE II

PURPOSE: The purposes for which this Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III

CAPITAL STOCK: The aggregate number of shares, which the Corporation is authorized to issue, is one thousand 1,000 shares of Common Stock, and each share shall have no par value

ARTICLE IV

INITIAL CAPITAL: The amount of the capital with which this corporation shall begin
Business is \$30,000.00

ARTICLE V

DURATION: The duration of this Corporation shall be perpetual.

ARTICLE VI

PRINCIPAL OFFICE: The address of the principal office and the mailing address of the Corporation in the State of Florida is 1601 Sawgrass Corporate Parkway, Sunrise, Florida 33323, in the County of Broward.

ARTICLE VII

REGISTERED AGENT: The name and address of the registered agent of the Corporation shall be:

Raphael D. Umansky
1601 Sawgrass Corporate Parkway
Sunrise, Florida 33323

ARTICLE VIII

DIRECTORS: The number of the Board of Directors shall be Three (3).

ARTICLE IX

DIRECTORS: The names and addresses of the Directors that shall serve until their successors are elected are as follows:

Allan C. Sorensen
1601 Sawgrass Corporate Parkway
Sunrise, Florida 33323

Raphael D. Umansky
1601 Sawgrass Corporate Parkway
Sunrise, Florida 33323

Barbara A. McCann
1601 Sawgrass Corporate Parkway
Sunrise, Florida 33323

ARTICLE X

INCORPORATOR: The name and address of the incorporator is:

JOSEPH BELLO/ 8540 SW 1147 Terr., Miami, FL 33158

ARTICLE XI

EFFECTIVE DATE: These Amended and Restated Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XII

INDEMNITY: Section 1. **Right to Indemnification.** Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member

of the Board of Directors or an officer of the Corporation, (b) who is or was an employee or agent of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him or her in his or her capacity as such member of the Board of Directors, director, officer, trustee, member, partner, agent, employee or representative, or arising out of his or her status as such member of the Board of Directors, director, officer, trustee, member, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of members of the Board of Directors or officers of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof to the extent permitted by applicable law and upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each member of the Board of Directors of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

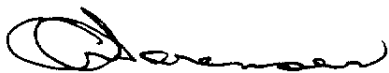
The undersigned have approved, executed and acknowledged these Amended Articles of Incorporation on the 14th day of October 2005.

As Sole Shareholder:
Interim Healthcare Inc.

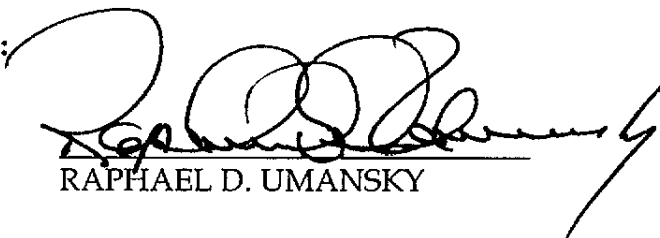


ALLAN C. SORENSEN, President

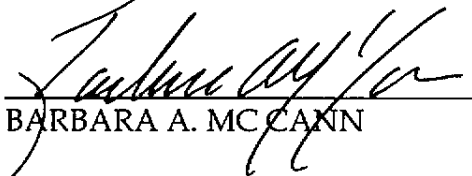
Constituting the Entire Board of Directors:



ALLAN C. SORENSEN



RAPHAEL D. UMANSKY



BARBARA A. MCCANN