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(Requestor's Name)

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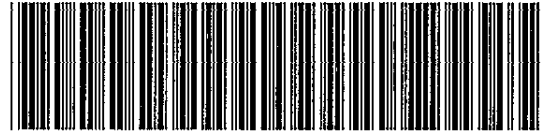
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03 MAY 22 PM 12:26
STATE
TALLAHASSEE FLORIDA

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STATE
TALLAHASSEE FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032

REFERENCE : 104360 8739A

AUTHORIZATION : *Patricia Pizate*

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 2003

ORDER TIME : 3:46 PM

ORDER NO. : 104360-005

CUSTOMER NO: 8739A

CUSTOMER: Bonnie J. Phillips, Legal Asst
Siegel Lipman Dunay &
Shepard, LLP
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: ACTION HEALTHCARE STAFFING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

** This was originally submitted on 5/22, however,
our client wanted it cancelled so we retrieved
it from your office. Now, they want it filed.
Please give original submission date as file date - 5/22.
Thanks.*

ARTICLES OF INCORPORATION
OF
ACTION HEALTHCARE STAFFING, INC.

FILED
03 MAY 22 PM 12:26
SECRET
TALLAHASSEE, FLORIDA

ARTICLE 1
NAME

The name of this Corporation is Action Healthcare Staffing, Inc.

ARTICLE 2
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 5455 N. Federal Highway, Suite I-5, Boca Raton, Florida 33487.

ARTICLE 3
MAILING ADDRESS

The mailing address of this Corporation shall be 5455 N. Federal Highway, Suite I-5, Boca Raton, Florida 33487.

ARTICLE 4
PURPOSES AND POWERS

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

ARTICLE 5
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is Twenty Million (20,000,000) shares of Common Stock, \$.001 par value, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5455 N. Federal Highway, Suite I-5, Boca Raton, Florida 33487, and the name of the initial registered agent of this Corporation at that address is Cheri Ouellette.

ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Cheri Ouellette, 5455 N. Federal Highway, Suite I-5, Boca Raton, Florida 33487.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 22nd day of May, 2003.


Cheri Ouellette, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
ACTION HEALTHCARE STAFFING, INC.**

FILED
03 MAY 22 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Action Healthcare Staffing, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Cheri Ouellette, located at 5455 N. Federal Highway, Suite I-5, Boca Raton, Florida 33487, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


Cheri Ouellette