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FLORIDA PROFIT CORPORATION OR P.A.

Worldwide Physician Staffing, Inc.

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**ARTICLES OF INCORPORATION  
OF  
WORLDWIDE PHYSICIAN STAFFING, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

**NAME**

The name of this corporation shall be: **WORLDWIDE PHYSICIAN STAFFING, INC.**

**ARTICLE 2**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be:

101 E. Kennedy Boulevard, Suite 4100  
Tampa, Florida 33602

**ARTICLE 3**

**CAPITAL STOCK**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

10,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

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**ARTICLES OF INCORPORATION OF  
WORLDWIDE PHYSICIAN STAFFING, INC.****PAGE 2**

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

**ARTICLE 4****REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Madalene Harris. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 5****BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE 6****INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of one (1) member, such members to hold office until his successors have been duly elected and qualify. The name and street address of the initial director is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Madalene Harris	101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602

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**ARTICLES OF INCORPORATION OF  
WORLDWIDE PHYSICIAN STAFFING, INC.**

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**ARTICLE 7**

**INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Madalene Harris	101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602

**ARTICLE 8**

**PURPOSES AND DURATION**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

**ARTICLE 9**

**BY-LAWS**

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

**ARTICLE 10**

**AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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**ARTICLE 11**

**AFFILIATED TRANSACTIONS**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 17 day of June, 2003.

  
MADALENE HARRIS

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**WORLDWIDE PHYSICIAN STAFFING, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, MADALENE HARRIS, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 17 day of June, 2003.

  
MADALENE HARRIS

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