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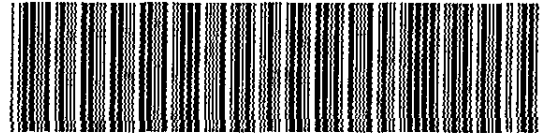
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/31

THE MOORE LAW FIRM, P.A.

Attorneys at Law

James E. Moore *

Bret A. Moore

* Of Counsel

(850) 678-1121

135 E. John Sims Parkway

P. O. Box 746

Niceville, FL 32588

FAX (850) 678-8327

October 20, 2003

Florida Department of State

Secretary of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

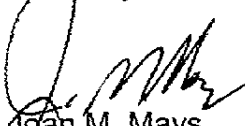
Re: Alert Medical Staffing, Inc.

Dear Sir:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above corporation together with our check in the amount of \$87.50 to cover the filing fees. Please file the original of the enclosed Articles of Incorporation and return a certified copy and a Certificate of Status to the undersigned.

If there are any questions, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Sincerely,



Joan M. Mays

Paralegal to Bret A. Moore

Enclosures as noted

ARTICLES OF INCORPORATION

OF

ALERT MEDICAL STAFFING, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of this corporation is **ALERT MEDICAL STAFFING, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the filing of the articles of incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of providing medical staffing and for transacting any or all lawful business as allowed under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Cent (\$.01) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE
STOCK**

In case a stockholder desires to sell his or her shares of stock, he or she must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this

provision is null and void.

If none of the stockholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his or her stock shall file notice in writing of his or her intention with the secretary of the corporation, stating the terms of sale, and unless his or her terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 121 Beacons Bend Road, Crestview, Florida 32536

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 121 Beacons Bend Road, Crestview, Florida 32536, and the name of the initial registered agent of this corporation at this address is Robert Brian Justice.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

President/Director

Robert Brian Justice
121 Beacons Bend Road
Crestview, FL 32536

Secretary/Treasurer/Director

John Andrew Irwin
3000 Red Fern Drive
Pensacola, FL 32533

ARTICLE X - INCORPORATORS

The names and addresses of the persons signing these articles are:

Robert Brian Justice

121 Beacons Bend Rd., Crestview, FL 32536

ARTICLE XI - BY-LAWS

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

ARTICLE XII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 17th day of October, 2003.


ROBERT BRIAN JUSTICE

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **ROBERT BRIAN JUSTICE**, who is personally known or who produced FLDL as Identification and who did take an oath, this 17 day of October, 2003.




Notary Public - State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

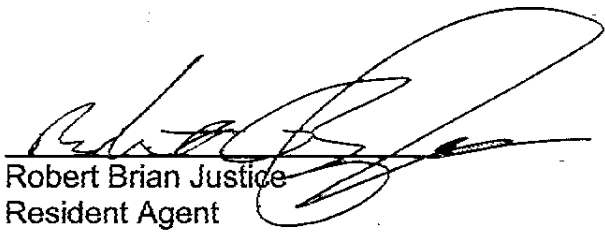
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That ALERT MEDICAL STAFFING, INC., desiring to organize under the laws of
the State of Florida with its principal office in the city of Crestview, Florida, has named
ROBERT BRIAN JUSTICE, located at 121 Beacons Bend Road, Crestview, Florida
32536, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept the act in this
capacity, and agree to comply with the provision of said act relative to keeping open
said office.

Dated this 17th day of October, 2003.

By: 
Robert Brian Justice
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA