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TALLAHASSEE, FLORIDA

1 Burch JUL 18 2005

HOGAN & HARTSON  
L.L.P.

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PARTNER  
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July 14, 2005

Via Federal Express

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Nurse-On-Call of Broward, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Nurse-On-Call of Broward, Inc., and a check in the amount of \$87.50 in payment of the filing fee.

Please return a certified copy of the Articles of Incorporation and a Certificate of Status to the undersigned.

Sincerely,

HOGAN & HARTSON L.L.P.



Craig H. Smith

CHS:svc  
Encls.

**ARTICLES OF INCORPORATION  
OF  
NURSE-ON-CALL OF BROWARD, INC.**

FILED  
05 JUL 15 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation ("Corporation") is: Nurse-On-Call of Broward, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing address of the principal office of this Corporation is 130 JFK Drive, Suite 203, Atlantis, Florida 33462. The Board of Directors may, from time to time, change the street and post office address of the principal office of the Corporation.

**ARTICLE III  
PURPOSE**

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

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon, so long as such interest is disclosed.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other matters on which shareholders are entitled to vote shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 130 JFK Drive, Suite 203, Atlantis, Florida 33462, and the name of the registered agent of this Corporation is Dale R. Clift. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office and the individual or entity serving as the registered agent.

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator is:

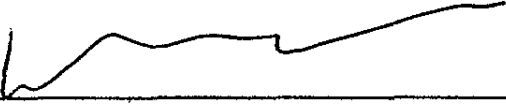
Dale R. Clift  
130 JFK Drive  
Suite 203  
Atlantis, Florida 33462

**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 11, 2005.


**NURSE-ON-CALL OF BROWARD, INC.**

  
\_\_\_\_\_  
Dale R. Clift  
Authorized Officer

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11th day of July, 2005.

  
\_\_\_\_\_  
Dale R. Clift  
Registered Agent