

10-1-2005

10:53AM FROM-B R & M, P.

+3053

T-0-8

F-57

PO6000131131

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H060002497073)))



H060002497073ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : Berman Rennert Vogel & Mandler, PA
Account Number : 076103002011
Phone : (305)577-4177
Fax Number : (305)373-6036

FILED
06 OCT 13 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

MSD ACQUISITION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

MRSD10/16

FILED

FAX AUDIT NO. H06000249707 3

06 OCT 13 AM 10:57

**ARTICLES OF INCORPORATION
OF
MSD ACQUISITION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is **MSD ACQUISITION, INC.** (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Brian Fifer
Medical Staffing Direct, Inc.
933 Clint Moore Rd.
Boca Raton, Florida 33487

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

933 Clint Moore Rd.
Boca Raton, Florida 33487

ARTICLE VI - Incorporator

The name and address of the incorporator of the Corporation is as follows:

Claire P. Menard
100 S. E. Second Street, Suite 2900
Miami, Florida 33131

FAX AUDIT NO. H06000249707 3

FAX AUDIT NO. H06000249707 3

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VIII - Director Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE X - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XI - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XII - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

FAX AUDIT NO. H06000249707 3

FAX AUDIT NO. H06000249707 3

The undersigned has executed these Articles of Incorporation this 12th day of October, 2006.

By: Claire P. Menard
Claire P. Menard, Incorporator

FILED
06 OCT 13 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **MSD ACQUISITION, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 933 Clint Moore Rd., Boca Raton, Florida 33487, has named Brian Fifer as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **MSD ACQUISITION, INC.** at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: October 12, 2006.

Brian Fifer
Brian Fifer

FAX AUDIT NO. H06000249707 3