

P95000016900

WOLFSON & STARKMAN

ATTORNEYS AT LAW

(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)

GABLES INTERNATIONAL PLAZA

2055 LEJEUNE ROAD - PENTHOUSE 1-D

CORAL GABLES, FLORIDA 33134

BERNARD WOLFSON, P.A.
MARK R. STARKMAN, P.A.

TELEPHONE
(305) 448-4204
TELECOMEN
(305) 448-1513

February 21, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

900001417149
-02/28/95--01013--019
***122.50 ***122.50

Re: Articles of Incorporation for
HOSPITALITY AND HEALTH CARE MARKETING, INC.

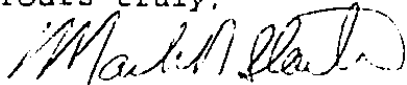
Gentlemen/Ladies:

Enclosed herewith find the original and duplicate copy of the Articles of Incorporation of the above named proposed corporation. The duplicate copy has been subscribed in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy, certify it and return it to this office.

The enclosed check in the amount \$122.50 is to cover the following items:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent Form	<u>35.00</u>
TOTAL	\$122.50

Yours truly,

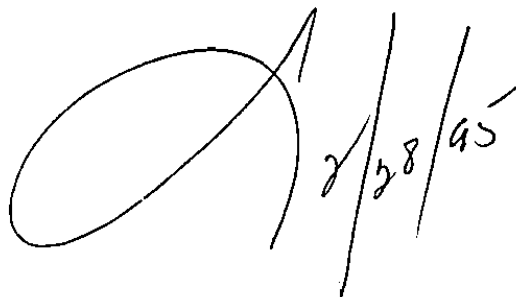


Mark R. Starkman

MRS/es

Enclosures

RECEIVED
55 FEB 27 PM 3 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF

HOSPITALITY AND HEALTH CARE MARKETING, INC.

The undersigned forms this corporation for profit in accordance with the Florida General Corporation Act.

ARTICLE I - NAME

The name of the corporation is HOSPITALITY AND HEALTH CARE MARKETING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 2655 LeJeune Road, Suite PH1-D, Coral Gables, Florida 33134.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

ARTICLE IV - PURPOSES

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock having no par value per share.

ARTICLE VI - 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2655 LeJeune Road, Suite PH1-D, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Mark R. Starkman.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 (1). The name and address of the initial director of this corporation is:

Mark R. Starkman

2655 LeJeune Road, Suite PH1-D
Coral Gables, Florida 33134

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Mark R. Starkman

2655 LeJeune Road, Suite PH1-D
Coral Gables, Florida 33134

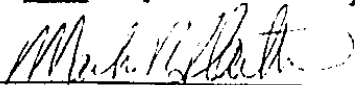
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, 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 21st day of February, 1995.



MARK R. STARKMAN

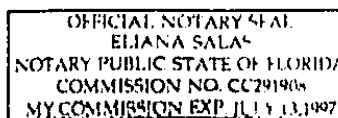
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 21 day of February, 1995, by MARK R. STARKMAN, who is personally known to me.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



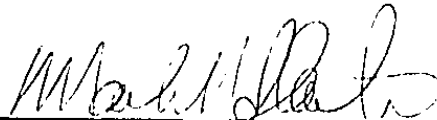
FILED
FEB 27 1985
CLERK OF COURT
STATE OF FLORIDA
MIAMI

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 HOSPITALITY AND HEALTH CARE MARKETING, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, State of Florida, has named MARK R. STARKMAN whose address is 2655 LeJeune Road, Suite PH1-D, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

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



MARK R. STARKMAN

P95000016900

WOLFSON & STARKMAN

ATTORNEYS AT LAW

(A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)

CABLES INTERNATIONAL PLAZA

2000 LEJEUNE ROAD - PENTHOUSE 1-D

CORAL GABLES, FLORIDA 33134

BERNARD WOLFSON, P. A.
MARK H. STARKMAN, P. A.

TELEPHONE
(305) 448-4284
TELECOPIER
(305) 448-1513

January 22, 1996

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: Articles of Amendment to Articles of
Incorporation of Hospitality and Health Care Marketing, Inc.
Our File No. 925

FILED
96 JAN 25 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

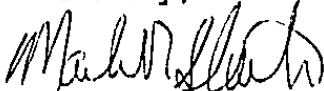
Dear Sir/Madam:

Enclosed herewith find the original of the Articles of Amendment to Articles of Incorporation of Hospitality and Health Care Marketing, Inc.

The enclosed check in the amount \$87.50 is to cover the following items:

Filing Fee of Articles of Amendment	\$35.00
Certified Copy of Articles of Amedment	<u>52.50</u>
TOTAL	\$87.50

Yours truly,


Mark R. Starkman

MRS/es

Enclosures

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*****87.50 *****87.50

NK
FEB 1/29

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF
HOSPITALITY AND HEALTH CARE MARKETING, INC.

FILED
96 JAN 25 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is HOSPITALITY AND HEALTH CARE MARKETING, INC.
2. The Articles of Incorporation of HOSPITALITY AND HEALTH CARE MARKETING, INC. is amended as follows:

ARTICLE I: The name of the corporation shall be HOSPITALITY AND HEALTH CARE STAFFING, INC.

3. The foregoing Amendment to Articles of Incorporation was approved by the sole Shareholders and Directors on January 11, 1996. The votes cast for the amendment by the Shareholders and Directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment on January 12, 1996.

Mauro Hernandez
MAURO HERNANDEZ, President

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12 day of January, 1996 by Mauro Hernandez, who is personally known to me or who has produced 12/11 as identification.

Eliana Salas
NOTARY PUBLIC

My commission expires:

OFFICIAL NOTARY SEAL
ELIANA SALAS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC291908
MY COMMISSION EXP. JULY 13, 1997