

ROBERT HERRERO, JR. & ASSOCIATES

Tax and Accounting Consultants

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Affiliations

American Accounting
Association

Florida Association of
Independent Accountants

National Association of
Tax Professionals

March 11, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600001480858
03/15/95 01074-004
***122.50 ***122.50

Re: Better Medical Staffing, Inc

Dear Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover the cost of filing same and a certified copy of the Articles. Please return the certified copy to our office.

If you have any questions, please call our office.

Sincerely yours,

ROBERT HERRERO, JR. & ASSOCIATES

Enclosures

MAR 16 1995

BSB

FILED
95 MAR 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETTER MEDICAL STAFFING, INC.

FILED
95 MAR 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

1.01 The name of the Corporation is BETTER MEDICAL STAFFING, INC. (hereinafter called the "Corporation").

ARTICLE TWO

DURATION

2.01 The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

3.01 The purpose of this Corporation is to recruit medical personnel and place their services in medical/healthcare and ancillary industries.

ARTICLE FOUR

CAPITAL STOCK

4.01 The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

ARTICLE FIVE

REGISTERED AND PRINCIPAL OFFICES

5.01 The street address of the initial registered office of the Corporation is 7964 N.W. 187th Terrace, Miami, Florida, 33015, in the county of Dade, and the name of the initial registered agent at that address is Zulema Pepe.

5.02 The street address of the principal office of the Corporation is 7964 N.W. 187th Terrace, Miami, Florida, 33015, the county of Dade.

ARTICLE SIX

DIRECTORS

6.01 The initial Board of Directors of the Corporation shall consist of 2 members.

6.02 The name and address of the members of the first Board of Directors is:

Name	Address
Zulema Pepe	7964 N.W. 187th Terrace Miami, FL 33015
Daisy Herrero	7964 N.W. 187th Terrace Miami, FL 33015

ARTICLE SEVEN

INCORPORATORS

7.01 The name and address of the incorporator is:

Name	Address
Zulema Pepe	7964 N.W. 187th Terrace Miami, FL 33015

ARTICLE EIGHT

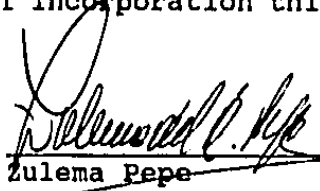
AMENDMENT OF ARTICLES

8.01 This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE NINE

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

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a Corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of January, 1995.


Zulema Pepe

STATE OF FLORIDA
DADE COUNTY

BEFORE ME, the undersigned authority, personally appeared Zulema Pepe, who is personally know to me who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of March 1995.


NOTARY PUBLIC, STATE OF
FLORIDA

My Commission Expires:



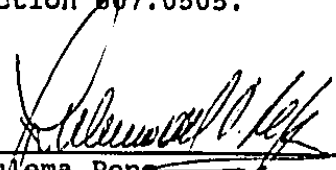
ADA L. POLOUKINE
My Comm. Exp. 6-27-95
Bonded By Service Ins. Co.

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FILED
95 MAR 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Better Medical Staffing Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Zulema Pepe
Registered Agent

Dated: MARCH 9TH, 1995