

LARRY D. KELLAR
ATTORNEY AT LAW

LARRY D. KELLAR

5514 N. DAVIS HWY., SUITE 105
PENSACOLA, FLORIDA 32503
(904) 479-1710

P95000026265

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: Healthcare International Recruiting
Enterprises, Inc.
LDK File No.: 3514

Gentlemen:

300001444289
-03/30/95--01093--003
***122.50 ***122.50

Enclosed please find the original and one copy of the Articles of Incorporation for Healthcare International Recruiting Enterprises, Inc., and Designation and Acceptance of Registered Agent form. In addition, our check in the amount of \$122.50 is enclosed for filing fee and certified copy of Articles.

Please file the original and returned a certified copy of the Articles to the undersigned.

Thank you for your attention to this matter.

Sincerely,


Larry D. Kellar

LDK/rgk

Enclosure

cc: Mary Paulchek

CPD#28

FF 3/31
EFFECTIVE DATE

3/31/95

FILED
95 MAR 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEALTHCARE INTERNATIONAL RECRUITING ENTERPRISES, INC.

FILED
95 MAR 30 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Healthcare International Recruiting Enterprises, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles. The corporation's existence shall commence effective March 31, 1995.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to recruiting healthcare workers.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Three Thousand (3,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of this same kind, class or series as that which he already holds, shall have the right to purchase his pro rate 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 - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 9808 Pinebrake Court, Pensacola, FL 32514.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Larry D. Kellar, Esquire, and the initial registered office address is 5514 North Davis Highway, Suite 105, Pensacola, FL 32503. The undersigned, Larry D. Kellar, Esquire certifies that he is familiar with and accepts the duties and responsibilities as registered agent for this Corporation.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Director initially. The

EFFECTIVE DATE

3/31/95

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 of this Corporation are:

1. William R. Paulchek, Jr., 9808 Pinebrake Court, Pensacola, FL 32514
2. Mary Paulchek, 9808 Pinebrake Court, Pensacola, FL 32514
3. Zack Zachoria, 11323 25th Avenue, Edmonton, Alberta, Canada T6J5J1

ARTICLE VIX - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

William R. Paulchek, Jr.
9808 Pinebrake Court
Pensacola, FL 32514

ARTICLE X - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has/have hereunto set their hands and seal(s) to these Articles of Incorporation this 28th day of March, 1995.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]

[Signature]
WILLIAM R. PAULCHEK, JR.

STATE OF Florida
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 28th day of March, 1995, by William R. Paulchek, Jr.

[Signature]
NOTARY PUBLIC

My Commission Expires: _____



RICKEY G. KACZOR
My Commission CC430606
Expires Jan. 24, 1999

DESIGNATION AND ACCEPTANCE

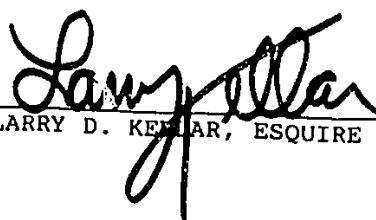
OF

REGISTERED AGENT OF

HEALTHCARE INTERNATIONAL RECRUITING ENTERPRISES, INC.

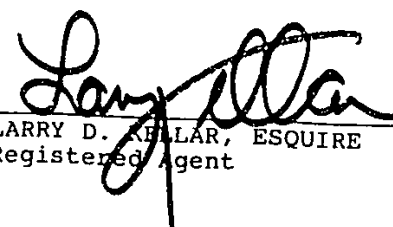
In accordance with Chapters 48 and 607, Florida Statutes, Healthcare International Recruiting Enterprises, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5514 North Davis Highway, Suite 105, Pensacola, FL 32503, has named Larry D. Kellar, Esquire., located thereat as its registered agent to accept service of process within the State.

By:


LARRY D. KELLAR, ESQUIRE

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for said corporation, and agree to act in that capacity and agree to comply with the laws of Florida applicable thereto.

By:


LARRY D. KELLAR, ESQUIRE
Registered Agent

CPD#30

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95 MAR 30 AM 8:55
TALLAHASSEE, FLORIDA