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LEFKOWITZ, KOLTUN & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

430 NORTH MILLS AVENUE

ORLANDO, FLORIDA 32803

IVAN M. LEFKOWITZ *

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TELEPHONE (407) 425-1974

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** ALSO ADMITTED IN OHIO AND KENTUCKY
† ALSO ADMITTED IN MASSACHUSETTS

April 25, 1995

Secretary of State
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314
Attn: Corporations Division

Re: Innovative Nursing Management, Inc.
Effective Date: April 25, 1995

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served.

A check is also enclosed in the total amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for designation of registered agent.

Yours very truly,

Ivan M. Lefkowitz

IML:sa

Enclosures

cc: Karen J. Volosin, R.N.

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-04/27/95--01114--004

***122.50 ***122.50

FILED
95 APR 27 AM 8 21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE

4/25/95

**ARTICLES OF INCORPORATION
OF
INNOVATIVE NURSING MANAGEMENT, INC.**

FILED
95 APR 27 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is INNOVATIVE NURSING MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of non-voting common stock, and 500 shares of voting common stock, all with a par value of \$1.00.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

430 North Mills Avenue
Orlando, Florida 32803

EFFECTIVE DATE

4/25/95

The name of the initial registered agent of this corporation at that address shall be:

IVAN M. LEFKOWITZ

The street address of the corporate offices shall be:

340 North Maitland Avenue
Maitland, Florida 32751

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Karen J. Volosin	1104 Needlewood Loop Oviedo, FL 32765	President/ Director
Douglas D. Volosin	1104 Needlewood Loop Oviedo, FL 32765	Secretary/ Director
Charles DeMarzo	340 N. Maitland Ave. Maitland, FL 32751	Vice President
Ronald Anderson	340 N. Maitland Ave. Maitland, FL 32751	Treasurer

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
KAREN J. VOLOSIN	1104 Needlewood Loop Oviedo, Florida 32765

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1995.



KAREN J. VOLOSIN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

INNOVATIVE NURSING MANAGEMENT, INC.

2. The name and address of the registered agent and office is:

Ivan M. Lefkowitz
Lefkowitz, Koltun & Topham, P.A.
430 North Mills Avenue
Orlando, Florida 32803

Date: April 25, 1995


KAREN J. VOLOSIN, President

FILED
95 APR 27 11 21
TALLAHASSEE
SECRETARY OF STATE

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Date: April 25, 1995


IVAN M. LEFKOWITZ

P95000034240

LEFKOWITZ, KOLTUN & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

430 NORTH MILLS AVENUE

ORLANDO, FLORIDA 32803

• IVAN M. LEFKOWITZ *

• JEFFREY M. KOLTUN **

• GWEN B. TOPHAM +

• ROBERT QUAN LEE

TELEPHONE (407) 425-1974

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** ALSO ADMITTED IN OHIO AND KENTUCKY
+ ALSO ADMITTED IN MASSACHUSETTS

June 10, 1996

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Innovative Nursing Management, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

600001860066

-06/12/96--01087--009

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

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation, increasing the authorized number of shares of non-voting common stock.

Also enclosed is a check in the amount of \$87.50 to cover the \$35.00 filing fee and the \$52.50 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to my office at your earliest convenience. Thanking you in advance for your assistance.

Yours very truly,

Ivan M. Lefkowitz

IML:sr

Enclosures

cc: Karen J. Volosin, President

Amend

V3 JUN 20 1996

FILED
96 JUN 12 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INNOVATIVE NURSING MANAGEMENT, INC.

FILED

96 JUN 12 AM 9:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

INNOVATIVE NURSING MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida, under document number P95000034240 (the "Corporation"), hereby certifies as follows:

1. Pursuant to a special meeting of the Board of Directors and Shareholders of the Corporation held on May 26, 1996, the following resolution was adopted:

RESOLVED, that the Articles of Incorporation of INNOVATIVE NURSING MANAGEMENT, INC. be amended so as to increase the maximum number of shares of non-voting common stock to nine thousand five hundred (9,500) and that Article IV of the Articles of Incorporation be amended to read as follows:

"ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Nine Thousand Five Hundred (9,500) shares of non-voting common stock, and Five Hundred (500) Shares of common stock, all having a par value of One Dollar (\$1.00) per share. Except for voting rights, all shares of common stock shall be subject to the same rights and shall be equal in all other respects."

2. The effective date of the Articles of Amendment will be as of the date of filing the Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

3. These Articles of Amendment were approved by the Board of Directors and Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment to Articles of Incorporation on behalf of the Corporation this 6 day of June, 1996.

INNOVATIVE NURSING MANAGEMENT, INC.

By: Karen J. Volosin
KAREN J. VOLOSIN, President

Attest: Douglas D. Volosin
DOUGLAS D. VOLOSIN,
Secretary