

P95000038280

February 28, 1995

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***122.50 ***122.50

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

RE: L.A.W. Productions, Inc.

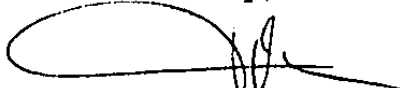
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Thank you for your immediate attention to this matter.

Sincerely,



Larry Williams
President
L.A.W. Productions, Inc.
7850 9th Avenue, South
St. Petersburg, Florida 33707

LW/jlb
Enclosures

FILED
95 MAY 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED MAR 7 1995
189, 612, 706, 671
2095-4927



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1995

LARRY WILLIAMS
7850 9TH AVENUE, SOUTH
ST PETERSBURG, FL 33707

SUBJECT: L.A.W. PRODUCTIONS, INC.
Ref. Number: W95000004927

We have received your document for L.A.W. PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 795A00010030

L.A.W. PRODUCTIONS, INC.
7850 9th Avenue, South
St. Petersburg, Florida 33707

May 11, 1995

Secretary of State
Division of Corporations
ATTN: BETH REGISTER
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
L.A.W. Productions, Inc.

Dear Ms. Register:

Enclosed please find original and one copy of revised Articles of Incorporation for the above referenced company.

Thank you for your immediate attention to this matter and if we can be of further assistance, please do not hesitate to contact Larry Williams at 813-344-6041.

Very truly yours,



LARRY WILLIAMS
PRESIDENT

LW/jlb
Enclosures

FILED

95 MAY 15 PM 12:07

**ARTICLES OF INCORPORATION
OF
L.A.W. PRODUCTIONS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being persons competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the Florida General Corporation Act.

ARTICLE I - NAME AND ADDRESS

The name and address of the corporation shall be: L.A.W. Productions, Inc., 7850 9th Avenue, South, St. Petersburg, FL 33707.

ARTICLE II - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be immediately upon the filing of such Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - BUSINESS AND ACTIVITIES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

B. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE V - LIABILITY

No officer, director or shareholder shall be personally liable for any debts of this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT

The street address in Florida of the Corporation's initial registered office and the name of its initial Registered Agent is: Irving B. Bernheim, 7850 9th Avenue, South, St. Petersburg, Florida 33701-4224.

ARTICLE VII - DIRECTORS

A. The initial number of Directors of this Corporation shall be two, whose names and addresses are:

Larry Williams - President - 7850 9th Avenue, South,
St. Petersburg, Florida 33707

Larry Williams - Secretary - 7850 9th Avenue, South,
St. Petersburg, Florida 33707

B. The initial number of Officers of this Corporation shall be two, whose names and addresses are:

Larry Williams - President - 7850 9th Avenue, South,
St. Petersburg, Florida 33707

Larry Williams - Secretary - 7850 9th Avenue, South,
St. Petersburg, Florida 33707

C. The number of Directors and Officers may be either increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

D. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

E. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator signing these Articles is: Larry Williams - 7850 9th Ave., So., St. Petersburg, Florida 33707

ARTICLE IX - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.


ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of May, 1995


Secretary - Larry Williams

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared Larry Williams known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

WITNESS MY HAND and official seal on this 11th day of May, 1995


NOTARY PUBLIC

JACKIE L. BRANSON
Notary Public, State of Florida
My Comm. Expires April 7, 1998
No CC362357

FILED

95 MAY 15 PM 12:07

CERTIFICATE OF ACKNOWLEDGEMENT SECRETARY OF STATE
OF REGISTERED AGENT TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
L.A.W. PRODUCTIONS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 7850 9th Avenue, South, St. Petersburg, Florida has named Irving B. Bernheim located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

Irving B. Bernheim
Registered Agent

P9500038280

1201 HAYS STREET

TALLAHASSEE, FL 32309-1607

800-342-8086



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 981406 132254A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 10, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 981406

CUSTOMER NO: 132254A

CUSTOMER: Thomas B. Smith, Esq
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

NR same

200001856722
-06/10/96--01016--027
*****35.00 *****35.00

FILED
96 JUN 10 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: L.A.W. PRODUCTIONS, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

RECEIVED
96 JUN 10 PM 12:08
DIVISION OF CORPORATION

NC CRG
6/11

ARTICLES OF AMENDMENT OF
L.A.W. PRODUCTIONS, INC.

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is L.A.W. PRODUCTIONS, INC.
2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I
NAME AND ADDRESS

"The name and address of the Corporation shall be INTERIM HEALTHCARE MANAGEMENT, INC., 7850 9th Avenue South, St. Petersburg, Florida 33701."

3. This Amendment has been adopted by unanimous Written Action of the sole Directors and sole Shareholder of the Corporation on June 4, 1996, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the corporation this 4 day of June, 1996.

L.A.W. PRODUCTIONS, INC.

By: 

Larry Williams, President

(CORPORATE SEAL)

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