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YATÉ K. CUTLIFF, P.A.
P.O. Box 15095
St. Petersburg, FL 33733
(813) 323-0714

June 28, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
6-23-95

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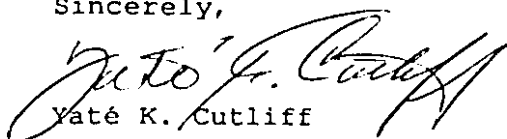
Re: Incorporation of Bay Ares Medical Staffing, Inc.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (813) 323 -0714.

Sincerely,


Yaté K. Cutliff

7/5/95
TALLAHASSEE, FL 32314
10:57
#

ARTICLES OF INCORPORATION
FOR
BAY AREA MEDICAL STAFFING, INC.

EFFECTIVE DATE
6/23/95

Incompliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

BAY AREA MEDICAL STAFFING, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and the mailing address of this Corporation shall be:

300 31ST STREET NORTH, SUITE 228, ST. PETERSBURG FL 33713

ARTICLE III. COMMENCEMENT OF CORPORATE EXISTENCE.

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is June 23, 1995.

ARTICLE IV. PURPOSE.

The general purposes for which the Corporation is organized are the following:

A. To provide temporary medical staffing for hospitals and nursing homes and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To provide quality care to the clients being serviced by our temporary staff.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V. AUTHORIZED SHARES.

The aggregate number of shares of all classes which the Corporation is authorized to issue is One Thousand (1000) shares of Common Shares, of which Five Hundred (500) common shares, \$10.00 par value, shall be designated as "Class A Shares" and Five Hundred (500) common shares, \$10.00 par value, shall be designated "Class B Common Shares". Class A Common are voting share and shall be retained by the officers and directors of the corporation. Class B Common are nonvoting shares. In all other respects the two classes of Common Shares shall be identical.

ARTICLE VI. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporations's registered office is 300 31ST STREET NORTH, SUITE 228, ST. PETERSBURG FL 33713.

The initial registered agent for the Corporation at that address is Kenneth B. Williams.

ARTICLE VII. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 1 members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
<u>Kenneth B. Williams</u>	<u>300 31ST STREET NORTH, SUITE 228</u> <u>ST. PETERSBURG FL 33713</u>

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these articles of incorporation is:

Name	Address
<u>Kenneth B. Williams</u>	<u>300 31ST STREET NORTH, SUITE 228</u> <u>ST. PETERSBURG FL 33713</u>

ARTICLE IX. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE X. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XI. SHARE TRANSFER RESTRICTIONS.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 28 day of June, 1995.

Signature(s) of the incorporator(s)

Kenneth B. Williams
Signature/President

KENNETH B. WILLIAMS
name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

BAY AREA MEDICAL STAFFING, INC.

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

KENNETH B. WILLIAMS
300 31ST. STREET NORTH SUITE 228
ST. PETERSBURG, FLORIDA 33713

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.

Signature

Kenneth B. Williams

Date

June 28, 1995