

**ARTICLES OF INCORPORATION
OF
INTERIM HEALTHCARE OF SOUTH FLORIDA, INC.
(A Corporation for Profit)**

FILED
1995 JUL -5 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that the undersigned do hereby associate themselves as a body corporate for profit under the laws of the State of Florida, pursuant to the authority and provisions of Chapter 607 of the Florida Statutes, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is:

INTERIM HEALTHCARE OF SOUTH FLORIDA, INC.

ARTICLE II

OFFICES AND REGISTERED AGENT

The Corporation shall have and continuously maintain in Cooper City, Florida, its principle place of business and a registered agent thereat upon whom process can be served. The address of the registered office is 8616 Griffin Road, Cooper City, Florida, 33328, and the name of the registered agent in charge thereof is John Leiti Jr.

ARTICLE III

PURPOSES OF CORPORATION

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act, including, but not limited to, the performance of any and all acts or services that may be incidental or necessary to carry out such purposes.

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

ARTICLE V

TERM OF EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE VI

AUTHORIZED SHARES

- 6.1 The aggregate number of shares which the Corporation shall have the authority to issue is two thousand (2,000) shares of Common Stock, \$1.00 par value.
- 6.2 There shall be one (1) class of stock.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE VIII

INCORPORATORS

Name
John Leiti Jr.

Address
8616 Griffin Road
Cooper City, FL 33328

ARTICLE IX

DIRECTORS

9.1 Number

The affairs of the Corporation are to be managed by a Board of Directors consisting of at least one (1) Director, as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

9.2 Initial Board of Directors

The names and addresses of the initial Board of Directors are:

Name

Address

Bradley Hertz

8616 Griffin Road
Cooper City, FL 33328

John Leiti Jr.

8616 Griffin Road
Cooper City, FL 33328

Eleanor Grampa

8616 Griffin Road
Cooper City, FL 33328

The initial Board of Directors shall continue to serve until the first annual election following incorporation and until their successors are elected in accordance with Section 9.4 of this Article IX.

9.3 Powers

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

9.4 Election and Term of Office

The Directors of the Corporation shall be elected by the Shareholder (s) at their Annual Meeting for terms of one (1) year, beginning with the first Annual Meeting of the Board following the Directors' election.

ARTICLE X

OFFICERS

10.1 Number

There shall be three (3) Officers of the Corporation. They are: President, Secretary, and Treasurer. An individual may hold more than one (1) office; provided, however, that the President of the Corporation may not concurrently hold the office of Secretary.

10.2 Election and Term of Office

Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

10.3 Additional Officers

The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional Officers including, without limitation, one (1) or more Vice Presidents, Assistant Secretaries and/or Assistant Treasurers.

10.4 Powers and Duties

The powers and duties of the officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

10.5 Initial Officers

The names and addresses of the initial officers are:

President
Bradley Hertz

Address
8616 Griffin Road
Cooper City, FL 33328

Secretary/Treasurer
Eleanor Grampa

Address
8616 Griffin Road
Cooper City, FL 33328

ARTICLE XI

RESTRICTIONS

The Corporation shall not, without the prior approval of the Shareholder (s) of the Corporation:

- 11.1 Approve any annual or long-term capital and operational budgets or any changes therein exceeding five percent (5%) of the total original budget; or
- 11.2 Approve any new, or any changes to existing, long-term or master plans of the Corporation;
- 11.3 Issue any capital stock of the Corporation, or any subscription, warrants or options thereof, or other rights to purchase capital stock of the Corporation;
- 11.4 Amend the Bylaws or the Articles of Incorporated of the Corporation; or

- 11.5 Approve a plan of dissolution of the Corporation;
- 11.6 Approve a plan of merger or consolidation of the Corporation with another corporation; or
- 11.7 Organize or acquire, authorize or approve the organization or acquisition of any subsidiary or affiliate of the corporation.

ARTICLE XII

AMENDMENT OF BYLAWS

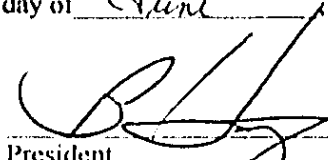
The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Shareholder(s) of the Corporation.

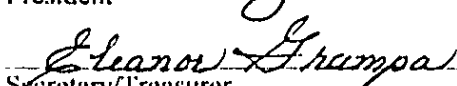
ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal the Articles of Incorporation of this Corporation shall be vested in the Shareholder(s) of the Corporation.

IN WITNESS HEREOF, the undersigned, in the name of Interim HealthCare of South Florida, Inc. have signed this Certificate this 29th day of June 1995.



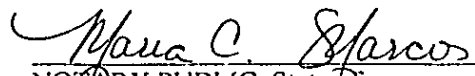
President


Secretary/Treasurer

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

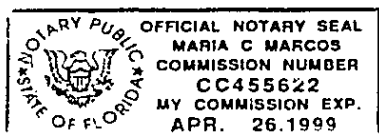
Before me, personally appeared Bradley Hertz
and Eleanor Grampa, to me well known to me, to be the persons
described in and who executed the foregoing Articles of Incorporation, and acknowledged to
and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 29th day of June,
1995.



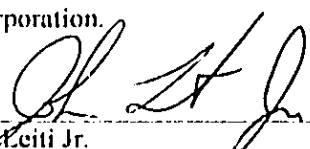
NOTARY PUBLIC, State of
Florida At Large

My Commission Expires:



ACCEPTANCE

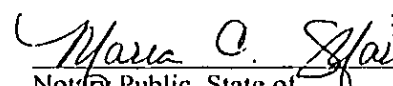
I hereby agree to act as the Registered Agent for Interim HealthCare of South Florida, Inc., as stated in the Articles of Incorporation of said Corporation.



John Leiti Jr.
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me this 29th day of June,
1995.



Notary Public, State of
Florida at Large

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1995 JUL -5 PM 6:07
TALAHASSEE, FLORIDA
SECRETARY OF STATE

My Commission Expires:

