

P95000055307

**PAUL A. MORAN, p.a.**

**Attorney at Law**  
46 N. Washington Blvd., Suite 25-A  
Sarasota, Florida 34236  
(941) 955-1717  
Telecopier  
364-9898

FILED  
95 JUL 14 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 12, 1995

400001538054  
-07/14/95--01049--003  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Medstaff, Inc.

Dear Sir/Madam:

Please find enclosed original Articles of Incorporation and my check for \$122.50 to cover the following for the above-referenced corporation:

Filing fees	\$35.00
Certified copy	\$2.50
Registered Agent designation	\$5.00

Thank you.

Sincerely,

*Karen LaMotte*

Karen LaMotte, Secretary to  
PAUL A. MORAN

*SDB*

/kl  
Enclosure

ARTICLES OF INCORPORATION  
OF  
MEDSTAFF, INC.

FILED  
55 JUL 14 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: MEDSTAFF, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of \$1.00 a share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE VI - RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restrictions on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during the business hours.

#### ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is: 5560 Bee Ridge Rd., Suite 5, Sarasota, FL, 33433, and the name of the initial registered agent at such address is H. Robert Jacocks.

#### ARTICLE VIII - DIRECTORS

This corporation shall have three directors initially. The number shall be fixed by the by-laws and may be changed from time to time. The name and address of each member of the first board of directors is:

H. Robert Jacocks  
3656 Beneva Oaks Blvd.  
Sarasota, FL 34238

Nancee Hollins-Fein  
21050 Windmere Ln.  
Boca Raton, FL 33428

Robert I Jacocks  
7120 Point of Rocks Circle  
Sarasota, FL 34242

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is: H. Robert Jacocks, 3656 Beneva Oaks Blvd., Sarasota, FL, 34238.

#### ARTICLE X - COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of acceptance and approval by the Secretary of State and the

assignment of its charter number.

ARTICLE XI - PRINCIPAL OFFICE & MAILING ADDRESS OF CORPORATION

The Corporation's principal office is located at 5560 Bee Ridge Rd., Suite 5, Sarasota, FL, 33433. The mailing address of the Corporation is 5560 Bee Ridge Rd., Suite 5, Sarasota, FL, 33433.

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 12<sup>th</sup> day of July, 1995.

H. Robert Jacocks  
H. ROBERT JACOCKS

STATE OF FLORIDA  
COUNTY OF SARASOTA

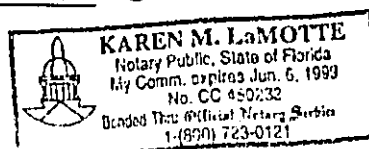
12<sup>th</sup> The foregoing instrument was acknowledged before me this day of July, 1995, by H. ROBERT JACOCKS, who is personally known to me and who did take an oath.

WITNESS my hand and seal in the County and State last aforesaid, this 12<sup>th</sup> day of July, 1995.

Karen M. LaMotte  
Notary Public

My commission expires:

ACCEPTANCE



HAVING been named as registered agent for MEDSTAFF, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 12<sup>th</sup> day of July, 1995.

H. Robert Jacocks  
H. ROBERT JACOCKS

FILED  
55 JUL 14 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA