

P 96 0000 10161

Customer Number Only

1/26/96

Broward

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

96 FEB -1 PM 12:30
FILED
TALLAHASSEE, FLORIDA

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***122.50 ***122.50

CORPORATION(S) NAME

HEALTHCARE RESOURCES, INC



Toll Free: 1-800-432-3028

RECEIVED
96 JAN 29 AM 10:34
DIVISION OF CORPORATION

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Pick Up | | |

Name
Availability
Document Examiner
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Verifier
Acknowledgment
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1996

EMPIRE

TALLAHASSEE, FL 33324

SUBJECT: HEALTHCARE RESOURCES, INC.
Ref. Number: W96000002171

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96 FEB -1 PM 12:33
TALLAHASSEE, FLORIDA

We have received your document for HEALTHCARE RESOURCES, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 696A00003786

RECEIVED
96 FEB -1 PM 12:14
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
HEALTHCARE PROFESSIONS PLUS, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is:
HEALTHCARE PROFESSIONS PLUS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time, shall be 3,000,000 shares of common stock with a par value of \$0.03 per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than \$1000.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located initially at 7951 SW 6th Street, Suite 210, Plantation, FL 33324 or such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII

This business of this corporation shall be conducted by a Board of Directors which shall consist of from one to not more than five as shall be designated from time to time in accordance with the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the

State of Florida, shall hold office for the first year of the corporate existence or until their successors are elected and have duly qualified, are:

Name	Street Address
Caryn Gottlieb	7951 SW 6th Street Suite 210 Plantation, FL 33324

All of said Directors are of full age, and at least one is a citizen of the United States of America.

ARTICLE IX

The name and street address of the subscriber of the Articles of Incorporation is Caryn Gottlieb, 7951 SW 6th Street, Suite 210, Plantation, FL 33324.

ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the Stockholders or Directors at any regular or duly called special meeting.

ARTICLE XI

This corporation shall have in addition to a President, Vice President, Secretary and Treasurer, such other additional officers as may be created from time to time by, and authorized by, its By-Laws.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

ARTICLE XIII

Every person who now is or hereafter shall be a Director of the corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director of the corporation (whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost of expense is incurred by or imposed upon him), except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 24th day of January, 1996.

 (SEAL)
Caryn Gottlieb

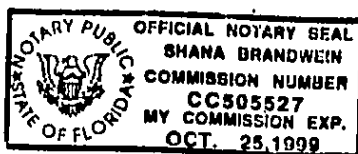
STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 24th day of January, 1996 personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Caryn Gottlieb to me well known, and known to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he signed and executed the same for the uses and purposes therein stated.

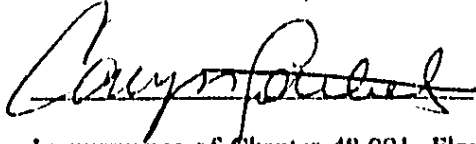
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Plantation, Broward County, Florida the day and year above written.

Shana Brandwein
Notary Public, State of Florida, at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.



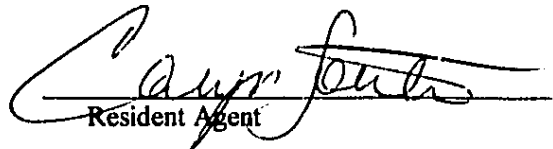
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST--

HEALTHCARE PROFESSIONS PLUS, INC. desiring to organize under the laws of the State of
Florida with its principal office as indicated in the articles of incorporation at City of Plantation,
County of Broward, State of Florida, has named Caryn Gottlieb located at 7951 SW 6th Street,
Suite 210, City of Plantation, County of Broward, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

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


Resident Agent

FILED
96 FEB - 1 PM 12:31
CLERK OF COURT
TALLAHASSEE, FLORIDA