

LAW OFFICES OF
ALLEN, VASQUEZ & THILMAN, P.A.

P96000035325

W. RICH ALLEN
GARY D. VASQUEZ
CHARLES D. HARGROVE*
JOSEPH L. THILMAN**

LEGAL ASSISTANTS
BONNIE L. RAMOS
CYNTHIA L. APSTER
KATHY THILSON
JULIANN MIROZ
SHARON LINCOLN

MULTIMEDIA
ALISON KRUSE EADLE

LAKE COPELAND HISTORIC DISTRICT
228 ANNIE STREET
ORLANDO, FLORIDA 32804

TELEPHONE (407) 423-8022
TELEFAX (407) 423-1733
TOLL FREE (800) 393-8086
WEST PALM BEACH (407) 639-1770

*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN COLORADO

OF COUNSEL
JAMES R. HOOPER
ORLANDO/SARASOTA/TAMPA

*****17898805
-04/22/96--01040--015
****122.50 ****122.50

April 9, 1996

Sandra Mortham
Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Incorporation Documents of Nurse Central, Inc.

Dear Ms. Mortham:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for profit corporation:

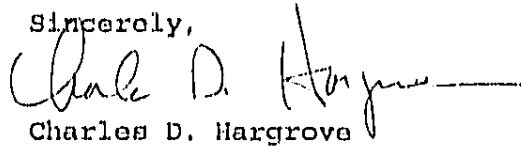
1. An original and copy of the Articles of Incorporation;
2. A Certificate of Designation of Registered Agent/Registered Office; and,
3. A check in the amount of \$122.50, payable to the Secretary of State, covering the costs of the corporate filing fee of \$35.00, the certified copy fee of \$52.50, and the registered agent/office fee of \$35.00.

GB 4/24/96

967 8 19 11 17

Please send any communications regarding the above-referenced matter to the undersigned to the address indicated in the letterhead above.

Sincerely,

A handwritten signature in cursive script, appearing to read "Charles D. Hargrove", followed by a horizontal line.

Charles D. Hargrove

CDH\es
Enclosures

**ARTICLES OF INCORPORATION
OF
NURSE CENTRAL, INC.**

957 R 19 12 0 17

The undersigned incorporator is forming a for-profit corporation in accordance with Chapter 607 of the Florida Statutes and adopts the following articles of corporation.

**ARTICLE I
NAME**

The name of the corporation is Nurse Central, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 1310 West Colonial Drive, Suite 14, Orlando, Florida, 32804. The name of the initial registered agent of the corporation, is Charles D. Hargrove, Esq., of the Law Offices of Allen, Vasquez, Hargrove & Thillman, P.A., located at 224 Annie Street, Florida 32806

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved pursuant Chapter 607 of the Florida Statutes.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

A. To engage in the business of providing nurse staffing services to healthcare facilities.

B. To own property, enter contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. To operate as a for-profit business to exercise all rights and powers conferred by the laws of the State of Florida upon for-profit corporations, including without limiting the generality of the foregoing, to make contracts, incur liabilities, or transact any lawful business within and without the State of Florida.

**ARTICLE V
DIRECTORS**

The name and address of the initial Director of the Corporation is as follows:

Jack Funk
1904 Lake Alma
Apopka, FL 32703

**ARTICLE VI
OFFICERS**

The officers of the Corporation shall consist of a president, vice president, secretary, and treasurer. The name, address, and title of each initial Officer of the Corporation is as follows:

Jack Funk, President, Vice President, and Secretary
1904 Lake Alma
Apopka, FL 32703

Christine Funk, Treasurer
1904 Lake Alma
Apopka, FL 32703

**ARTICLE VII
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock and have a value of \$1 per share.

**ARTICLE VIII
CORPORATE POWERS**

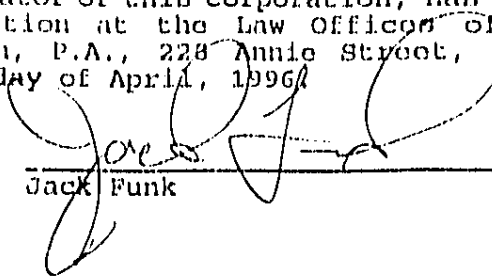
The corporation shall have all the rights and powers now or subsequently conferred on for-profit corporations by the laws of the State of Florida.

**ARTICLE IX
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Jack Funk	1904 Lake Alma, Apopka, FL 32703

The undersigned incorporator of this corporation, has executed these articles of incorporation at the Law Offices of Allen, Vasquez, Hargrove & Thillman, P.A., 228 Annie Street, Orlando, Florida 32806, on this 9th day of April, 1996.



Jack Funk

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organization 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:

Nurse Central, Inc.

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

CHARLES D. HARGROVE, ESQ.
ALLEN, VASQUEZ, HARGROVE & THILLMAN, P.A.
224 ANNIE STREET,
ORLANDO, FLORIDA 32806

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACED 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.

DATE: April 9, 1996

SIGNATURE: _____

Charles D. Hargrove

APR 19 1996
11:00 AM
CLERK OF COURT

P960000 35325

MARLOWE, APPLETON, WEATHERFORD & SALZMAN, P.A.

Attorneys and Counselors at Law
101 WEST NORTHER AVENUE
SUITE 105
WINTER PARK, FLORIDA 32789-3718
(407) 629-3008

MICHAEL J. APPLETON
MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
GARY S. SALZMAN

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740 0310

SUZANNE HARRITT
Of Counsel

September 13, 1996

200001848512
-09/17/96--01003--013
*****35.00 *****35.00

The Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Statement of Change of Registered Office or Registered
Agent or Both For Corporations for NURSE CENTRAL, INC.

Sir/Madam:

Pursuant to the above-referenced matter, enclosed you will find the properly executed Statement of Change of Registered Office Or Registered Agent or Both For Corporations form for Nurse Central, Inc. and our firm's check for the sum of \$35.00. Please file this document with your office.

If you have any questions, please feel free to give me a call.

Sincerely yours,


WILLIAM P. WEATHERFORD, JR.

WPWjr:dad
Enclosures
E:\WPW\96-0297\DIV.CORP

R.A. Charge
LFT

[Florida Department of State, Sandra B. Mortham, Secretary of State]

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

*Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of Florida
submits the following statement in order to change its registered office or registered agent, or
both, in the State of Florida.*

1a. The name of the corporation is: Nurac Central, Inc.

1b. The mailing address of the corporation is: 1310 West Colonial Drive, Orlando, FL
32804

1c. Date of incorporation: April 19, 1996 Document number: 996000035325

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

Charles D. Hargrove, Esquire

224 Annie Street

Orlando, FL 32806

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

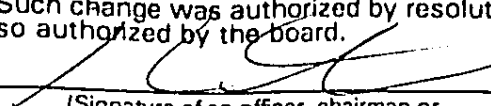
William P. Weatherford, Jr.

1031 West Morse Boulevard, Suite 105

Winter Park, Florida 32789

The street address of its registered office and the street address of the business office of its
registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer
so authorized by the board.


(Signature of an officer, chairman or
vice chairman of the board)

(Date)

Richard Ashe, President

(Printed or typed name and title)

*Having been named as registered agent and to accept service of process for the above stated
corporation, 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 relative to the proper and complete
performance of my duties, and I am familiar with and accept the obligation of my position as
registered agent.*


(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:


(Typed or Printed Name)

(Capacity)

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

P96000035325

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TV

AM
 REC
 9/16

RE: Nurse Central, Inc.

	C.C. FEE.	DISBURSED
Capital Express SM		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(n)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

SEP 16 PM 12:22
 RECEIVED
 CAPITAL CONNECTION
 TALLAHASSEE, FL 32301

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	9/16		CK No.
BY			

WALK-IN
 Will Pick Up 9/16 12:00

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF NURSE CENTRAL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is NURSE CENTRAL, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article VI of the Articles of Incorporation by written consent dated September 13, 1996 in accordance with the provisions of Section 607.0821 of the Florida Statutes, and a majority of the shareholders of the Corporation approved the resolution amending Article VI of the Articles of Incorporation by written consent dated September 13, 1996, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article VI of the Articles of Incorporation:

RESOLVED, that Article VI of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE VI - OFFICERS. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Richard Ashe shall serve as President, Secretary and Treasurer of the Corporation.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated September 13, 1996.

NURSE CENTRAL, INC.

By: _____

Richard Ashe, President