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ASHLEY R. POLLOW, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
IN THE EXECUTIVE COURT

3395 CORPORATE BLVD., N.W., SUITE 140
BOCA RATON, FLORIDA 33431-7330

BOCA RATON (904) 994-0000
PALM BEACH (904) 994-0000
TELEPHONE (904) 994-0000
NATIONAL (800) 408-1040

ASHLEY R. POLLOW
STUART A. LIPSON
PETER J. BNYDER

ALSO ADMITTED TEXAS
J.D., LL.M. IN TAX LAW
J.D. ADD. CPA, MBA, M.B. TARIATION J.D.
J.D., MBA, ALSO ADMITTED CALIFORNIA

FILED

96 JUN 24 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 20, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001875820
-06/26/96--01011--020
***122.50 ***122.50

Re: Incorporation
Antares Nursing, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Antares Nursing, Inc.'s Articles of Incorporation and a check for \$122.50, representing payment for the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned.
thank you.

Very truly yours,

ASHLEY R. POLLOW, P.A.

Stuart A. Lipson, Esquire
For the Firm

enclosures

cc: Antares Nursing, Inc.
(w/o encl.)

U-26-96
KF

ARTICLES OF INCORPORATION

FILED

OF

96 JUN 26 AM 9:12

Antares Nursing, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Kelley Jo Barcus executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME AND MAILING ADDRESS

a. The name of this corporation shall be: Antares Nursing, Inc.

b. The mailing address of this corporation shall be at:

3840 Hillsboro Blvd., Suite 141
Deerfield Beach, FL 33442

c. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said corporation shall have the power to conduct its business outside the State of Florida, or in any and all of the several States and Territories of the United States, including the District of Columbia, and any and all foreign countries and may have one or more offices in any of said places.

ARTICLE II - EXISTENCE

This corporation shall commence existence upon:

The filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows:

To transact any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

a. The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000,000 shares, having an individual par value of \$.01 per share.

b. The capital stock may be paid for in property, labor, services or cash.

c. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than \$1,000.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Registered Office: 3840 Hillsboro Blvd., Suite 141
Deerfield Beach, FL 33442

Registered Agent: Kelley Jo Barcus

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of member or members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and address of the directors constituting the initial Board of Directors is/are:

NAME: Kelley Jo Barcus
ADDRESS: 3840 Hillsboro Blvd., Suite 141
Deerfield Beach, FL 33442

ARTICLE VIII - INCORPORATOR

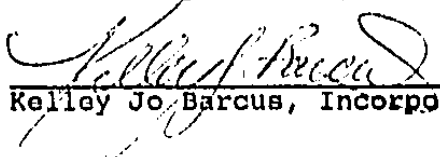
The name and address of the incorporator executing these Articles of Incorporation is:

NAME: Kelley Jo Barcus
ADDRESS: 3840 Hillsboro Blvd., Suite 141
Deerfield Beach, FL 33442

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent of the law now or hereafter permitted.

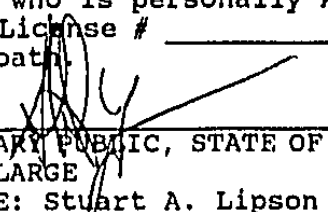
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of June, 1996.


Kelley Jo Barcus, Incorporator

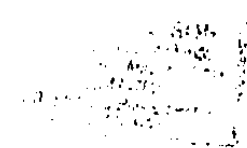
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Kelley Jo Barcus, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of June, 1996, by Kelley Jo Barcus who is personally known to me or who has produced Florida Drivers License # _____ as identification and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
NAME: Stuart A. Lipson
ADDRESS: 2295 Corporate
 Blvd.NW, Suite 145,
 Boca Raton, Florida
 33431

Commission Number
My Commission Expires:



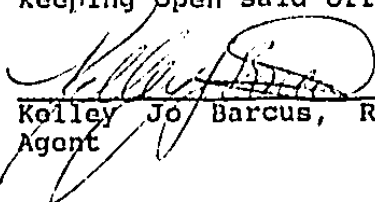
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the
following is submitted, in compliance with said Act:

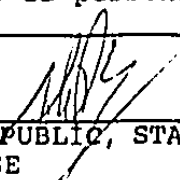
First, that Antares Nursing, Inc., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at City of Deerfield
Beach, Broward County, State of Florida, has named Kelley Jo
Barcus, located at 3840 Hillsboro Blvd., Suite 141, Deerfield
Beach, FL 33442 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
provisions of said Act relative to keeping open said office.


Kelley Jo Barcus, Registered
Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 20th
day of June, 1996, by Kelley Jo Barcus who is personally known to
me or who has produced _____ as
identification and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

NAME: Stuart A. Lipson
ADDRESS: 2295 Corporate
Blvd.NW, Suite 145,
Boca Raton, Florida
33431

My Commission Expires: