

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

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Profit

1.) Kids And Nurses of Jacksonville, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA

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D. BROWN AUG - 7 1996

ARTICLES OF INCORPORATION OF
KIDS AND NURSES OF JACKSONVILLE, INC.

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TALLAHASSEE, FLORIDA

The undersigned person, having capacity to contract and acting as the incorporator of a corporation under Section 607.0201 of the 1989 Florida Business Corporation Act, adopts the following charter for such corporation:

1. The name of the corporation is Kids and Nurses of Jacksonville, Inc. (the "Corporation").

2. The address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida, 32301. The Corporation's initial registered agent at the registered office is Corporation Service Company.

3. The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
J. Reginald Hill	511 Union Street Suite 2100 Nashville, TN 37219

4. The address of the principal office of the Corporation is 2001 Charlotte Avenue, Nashville, Tennessee, 37203.

5. The Corporation is for profit.

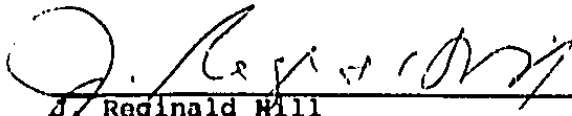
6. The maximum number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of Common Stock, \$.01 par value.

7. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability

(i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, and (iii) under Section 607.0834 of the 1989 Florida Business Corporation Act. If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any repeal or modification of the foregoing by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnatee"). The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the full extent permitted by law, nor shall it be deemed

exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee (1) in any proceeding by the Corporation against such indemnitee; (2) in the event the board of directors determines that indemnification is not available under the circumstances because the officer or director has not met the standard of conduct set forth in Section 607.0850 of the 1989 Florida Business Corporation Act; or (3) if a judgment or other final adjudication adverse to the indemnitee establishes his liability (i) for any breach of the duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 607.0834 of the 1989 Florida Business Corporation Act.



Reginald Hill
Incorporator

Dated: August 5, 1996

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96 AUG -7 PM 1:02
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED 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: KIDS AND NURSES OF JACKSONVILLE, INC.
2. The name and address of the registered agent and office is:

Corporation Service Company

1201 Hays Street, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of process for the above stated corporation at the place 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.



Signature

August 6, 1996
Date