

896 0000 91402

KETCHEY HORAN, P.A.  
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SARAH H. DENNIS  
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JOHN B. NEUKAMM  
VICTORIA KENT STUCKLEY

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SUITE 1900  
TAMPA, FLORIDA 33602-5143  
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MAILING ADDRESS:  
POST OFFICE BOX 500  
TAMPA, FLORIDA 33601-0500

- \* Board Certified Will, Trust  
and Estates
- † Board Certified Business Bankruptcy—  
American Bankruptcy Board of Certification
- \* Board Certified Civil Trial
- \* Board Certified Real Estate
- ‡ Certified Circuit Court Mediator

November 1, 1996

EFFECTIVE DATE  
11-1-96

**FEDERAL EXPRESS**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

500001996015--7  
-11/05/96--01099--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Filing of Articles of Incorporation for  
MedStaff Solutions, Inc.  
Our File No. 522901

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for MedStaff  
Solutions, Inc., together with a Certificate Designating Place of  
Business or Domicile for Service of Process Within Florida,  
Naming Agent Upon Whom Service May Be Made. We enclose a check  
in the amount of \$122.50 to cover the following fees:

Fee for filing Articles of Incorporation	\$ 35.00
Fee for filing Certificate Designating Registered Agent	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
<b>TOTAL</b>	<b>\$122.50</b>

AL NOV - 7 1996

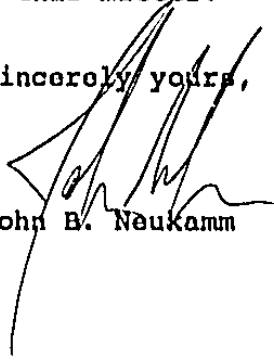
In accordance with F.S. 607.0203(1), the corporation began  
its existence on November 1, 1996, when the Articles were sub-

Corporate Records Bureau  
November 1, 1996  
Page 2

scribed. I understand that you will file the Articles within five (5) days from that date, in compliance with that statute.

Please forward the Certificate of Incorporation and a certified copy of the Articles of Incorporation to this office. Thank you for your cooperation in this matter.

Sincerely yours,



John B. Neukamm

Enclosures

cc: Client

JBN\02\8367

Articles of Incorporation  
of  
ModStaff Solutions, Inc.

EFFECTIVE DATE  
11-1-96

FILED  
96 NOV -6 PM 4:13  
TAMPA  
FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida.

ARTICLE I  
Name and Principal Office

The name of the corporation shall be ModStaff Solutions, Inc. The initial principal office and mailing address for the corporation shall be c/o Ketchey Horan, P.A., 100 North Tampa Street, Suite 1900, Tampa, Florida 33602.

ARTICLE II  
Term of Existence

This corporation shall have perpetual existence, commencing on November 1, 1996.

ARTICLE III  
Purpose

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

ARTICLE IV  
Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of

its stock owned by the shareholder or by the spouse or children of the shareholder;

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; and

(r) To have and exercise all other powers necessary or convenient to effect its purposes.

#### ARTICLE V Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of Class A Common Stock having a par value of one cent (\$.01) per share and five million shares of Class B Common Stock having a par value of one cent (\$.01) per share. Holders of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock owned. Class B Common Stock shall not have any voting rights. Except for voting rights, there shall be no distinction between shares of Class A Common Stock and shares of Class B Common Stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

#### ARTICLE VI Registered Office and Agent

The street address of the initial registered office of this corporation shall be 100 North Tampa Street, Suite 1900, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be John B. Neukamm.

#### ARTICLE VII Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII Initial Directors

The name and street address of the initial director of this corporation, who shall serve until her successors are duly elected and qualified, shall be:

Mary Adamson  
1662 Cross Tee Court  
Oldsmar, Florida 34677

ARTICLE IX  
Incorporator

The name and street address of the incorporator of this corporation shall be John B. Neukamm, c/o Ketchey Moran, P.A., 100 North Tampa Street, Suite 1900, Tampa, Florida 33602.

ARTICLE X  
Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in any other corporation, or is a director or officer of any other corporation. Any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI  
Bylaws

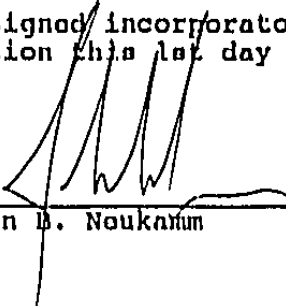
(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII  
Amendment

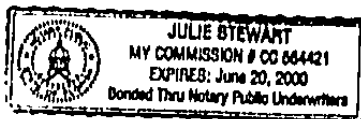
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of November, 1996.

  
\_\_\_\_\_  
John B. Neukamm (SEAL)

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this 1st day of November, 1996, by John B. Neukamm, who is personally known to me.



Julie Stewart  
Notary Public State of Florida

Julie Stewart  
Notary's Printed Name  
My Commission Expires: \_\_\_\_\_

JBN\02\8369

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That ModStaff Solutions, Inc., desiring to organize under the laws of the State of Florida, has named John B. Neukamm, Ketchey Moran, P.A., 100 North Tampa Street, Suite 1900, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

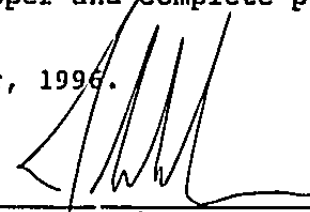
DATED this 1st day of November, 1996.

By:   
John B. Neukamm,  
Its Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.

DATED this 1st day of November, 1996.

  
John B. Neukamm

JBN\02\8369

FILED  
95 NOV -4 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P96000091402

KETCHY HORAN, P.A.

ATTORNEYS AT LAW  
PO BOX 900  
TAMPA, FLORIDA 33601-0900

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 15 AM 9:03

FILED

SH/HO



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 7, 1997

Katchoy Horan, P.A.  
P.O. Box 500  
Tampa, FL 33601-0500

SUBJECT: MEDSTAFF SOLUTIONS, INC.  
Ref. Number: P96000091402

We have received your document for MEDSTAFF SOLUTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 497A00000662

ARTICLES OF DISSOLUTION FOR  
MEDSTAFF SOLUTIONS, INC.

The undersigned sole director of MedStaff Solutions, Inc., hereby makes, acknowledges and files with the Florida Secretary of State these Articles of Dissolution for the purpose of dissolving the corporation in accordance with the laws of the State of Florida.

I. NAME OF THE CORPORATION

The name of the corporation to be dissolved is MedStaff Solutions, Inc.

II. DATE OF FILING ARTICLES OF INCORPORATION

The corporation filed its Articles of Incorporation with the Florida Secretary of State on November 4, 1996, effective November 1, 1996.

III. ISSUANCE OF SHARES/COMMENCEMENT OF BUSINESS

None of the corporation's shares of stock have been issued and the corporation has not commenced business.

IV. DISCHARGE OF LIABILITIES


The corporation has not incurred any liabilities. Thus, no debt of the corporation remains unpaid.

V. DISTRIBUTION OF ASSETS

The corporation has no stockholders or assets, so there is no need to distribute property and assets of the corporation to its shareholders.

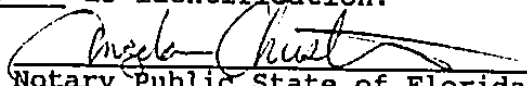
VI. AUTHORITY TO DISSOLVE

The undersigned, being the sole director of the corporation, has authorized dissolution of the corporation.

  
Mary Adamson, Director  
(Chairwoman)

STATE OF FLORIDA )  
COUNTY OF ~~HILLSBOROUGH~~ )  
Pinellas

The foregoing instrument was acknowledged before me this 10 day of December, 1996, by Mary Adamson, who is personally known to me or who has produced FLD 1835258058650 (5-97E) as identification.

  
Notary Public State of Florida

 ANGELA K. CHRISTIAN  
MY COMMISSION # CC 591398  
EXPIRES: October 1, 2000  
Notary ~~Printed Name~~

My Commission Expires: \_\_\_\_\_