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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ,EDICAL STAFFING GROUP, INC.

AUDIT NUMBER.....H96000015713

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION
OF
MEDICAL STAFFING GROUP, INC.

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I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

I.

The name of the corporation shall be

MEDICAL STAFFING GROUP, INC.

II.

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the medical staffing business, and to do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to deal in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freedhold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by

Prepared By: Frank Quintero, Jr., F.A.
815 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Tel: (305) 448-0903
Florida Bar No. 398167

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mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabout specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$5.00 par value.

IV.

The amount of capital with which this corporation shall begin business shall be \$500.00.

V.

The existence of this corporation shall be perpetual.

VI.

The initial office of this corporation shall be located at:

8847 N.W. 117 Street
Hialeah Gardens, Florida 33018

VII.

The Board of Directors of this corporation shall consist of not less than one (1) and not more than ten (10) members.

VIII.

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of FIVE

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HUNDRED AND 00/100 (\$500.00) DOLLARS, the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
JUDITH REYES	8847 N.W. 117 Street Hialeah Gardens, Florida 33018	100	\$500.00

IX.

The registered agent and the registered office for this corporation are:

FRANK QUINTERO, JR., P.A.
815 Ponce de Leon Boulevard
Coral Gables, Florida 33134

The name and address of the Incorporator of these Articles of Incorporation is

JUDITH REYES
8847 N.W. 117 Street
Hialeah Gardens, Florida 33018

XI.

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

PRESIDENT/VICE PRESIDENT/TREASURE/
SECRETARY/DIRECTOR JUDITH REYES

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the

corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURE, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this 31 day of October, 1996.

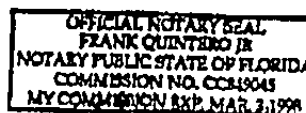

JUDITH REYES

BEFORE ME, personally appeared, JUDITH REYES, who is X personally known to me, or ✓ who produced _____ as Identification.

SWORN AND SUBSCRIBED TO before me in Miami, Dade County, Florida, this 31st day of October, 1996.


NOTARY PUBLIC, State of Florida At Large

My Commission Expires:



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

In compliance with Chapter 607.034 Florida Statutes, the following is
submitted:

FIRST, MEDICAL STAFFING GROUP, INC., desiring to organize under
the laws of the State of Florida, with its principal office, as indicated in the
Articles of Incorporation at the City of Miami, County of Dade, State of Florida,
has named FRANK QUINTERO, JR., P.A., located at 815 Ponce de Leon
Boulevard, Coral Gables, Florida, County of Dade, 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-named
corporation, at the place designated in this certificate, I have hereby accept to
act in this capacity, and agree to comply with the provisions of said Act relative
to keeping open said office.


FRANK QUINTERO, JR., Registered Agent

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STATE OF FLORIDA:

: ss:

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, JUDITH REYES, who being first duly sworn by me, under oath, deposes and says:

1. I am JUDITH REYES of MEDICAL STAFFING GROUP, INC., to do business at 8847 N.W. 117 Street, Hialeah Gardens, Florida 33018.

FURTHER AFFIANT SAYETH NAUGHT.

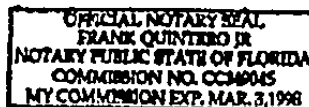

JUDITH REYES

BEFORE ME, personally appeared, JUDITH REYES, who is X personally known to me, or ✓ who produced _____ as identification.

SWORN TO AND SUBSCRIBED before me this 31st day of OCTOBER 1996.


NOTARY PUBLIC, State of Florida At Large

My Commission Expires:



Prepared By: Frank Quintero, Jr., P.A.
818 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Tel: (305) 445-0303
Florida Bar No. 369187