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JOHN B. FRAZER
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A. ALEXANDER RHODES

February 14, 1997

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

800002092778--8
-02/20/97--01012--007
*****122.50 *****122.50

Gentlemen:

Enclosed are two original executed Articles of Incorporation for Special Staffing, Inc. and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,


John G. Hubbard
cm

Enclosures

cc: Lynn P. Donovan

FILED
97 FEB 20 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 24

BSB

**ARTICLES OF INCORPORATION
OF
SPECIALTY STAFFING, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **Specialty Staffing, Inc.**, and its street address is 5 Jennifer Court, Dunedin, Florida 34698.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to provide nursing services and for all other lawful uses and purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Jennifer Court, Dunedin, Florida 34698, and the

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595 Main Street
Dunedin, FL 34698

name of the registered agent of this corporation at that address is Lynn P. Donovan.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is:

Lynn P. Donovan 5 Jennifer Court
Dunedin, FL 34698

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

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ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act.

ARTICLE XV - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVI - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

ARTICLE XVII - INDEMNIFICATION

The corporation may indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XVIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XIX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ____ day of February, 1997.

Lynn P. Donovan
Lynn P. Donovan

STATE OF FLORIDA
COUNTY OF PINELLAS

14th The foregoing instrument was acknowledged before me this day of February, 1997, by LYNN P. DONOVAN, who is personally known to me or who has produced FL. D.L. as identification.

Christine J. McEwen
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
CHRISTINE J MC EWEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453624
MY COMMISSION EXP. APR. 18, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: **Specialty Staffing, Inc.** desiring to organize or qualify under the laws of the State of Florida, with the principal place of business at 4 Jennifer Court in the City of Dunedin, Florida 34698, has named **Lynn P. Donovan** as its resident agent to accept service of process within Florida.

Signature: *Lynn P. Donovan*
Title: _____
Date: 2-14-97

ACCEPTANCE BY AGENT

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

Signature: *Lynn P. Donovan*
Date: 2-14-97

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