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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: ALL HEALTHCARE SERVICES, INC.
AUDIT NUMBER.....H97000005435
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL HEALTHCARE SERVICES, INC.

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

ARTICLE I
NAME

The name of this corporation shall be:

ALL HEALTHCARE SERVICES, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. Healthcare / Temporary Services.
- b. To conduct and operate any type of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall be 100 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be no less than \$500.00

Manuel J. Mari, Esq.
260 Bird Road, #102
Coral Gables, Florida 33148
(305) 444-9100/Fax (305) 444-0022
Florida Bar No. 302680

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ARTICLE V
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 9370 Southwest 72nd Street, Suite A-216, Miami, Florida 33173 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than 1 and no more than 5. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII
DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

| <u>NAME:</u> | <u>ADDRESS:</u> |
|---------------------|--|
| Robert Placenti | 9190 SW 82nd Avenue Miami, Florida 33156 |
| Ligia Placenti | 9190 SW 82nd Avenue Miami, Florida 33156 |
| Mikko Markus Ellala | 13501 SW 84th Avenue Miami, Florida 33156 |

ARTICLE IX
SUBSCRIBERS

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

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| NAME: | ADDRESS: | SHARES: | CONSIDERATION: |
|---------------------|---|---------|----------------|
| Robert Placenti | 9190 SW 82nd Avenue Miami, Florida 33156 | 25% | \$125.00 |
| Ligia Placenti | 9190 SW 82nd Avenue Miami, Florida 33156 | 25% | \$125.00 |
| Mikko Markus Ellala | 1350 SW 84th Avenue Miami, Florida 33156 | 50% | \$250.00 |

ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI
REGISTERED AGENT

The name and address of the initial registered agent of the corporation shall be:

Manuel J. Mari, Esq.
250 Bird Road, Suite 102
Coral Gables, Florida 33146

ARTICLE XII
OFFICERS

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

| NAME: | ADDRESS: | POSITION: |
|---------------------|---|----------------|
| Robert Placenti | 9190 SW 82nd Avenue Miami, Florida 33156 | President |
| Ligia Placenti | 9190 SW 82nd Avenue Miami, Florida 33156 | Vice-President |
| Mikko Markus Ellala | 1350 SW 84th Avenue Miami, Florida 33156 | Secretary |

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IN WITNESS WHEREOF, WE the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this _____, 1997.

Mikko Ellala
(SEAL)

[Signature]
(SEAL)
[Signature]
(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **ROBERT PIACENTI, LIGIA PIACENTI and MIKKO MARKUS ELLALA** who are known to me to be the persons described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signers respectively and respectfully, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal at Miami this 31 day of March, 1997.

Manuel J. Mari
NOTARY PUBLIC
State of Florida at Large
My commission expires:

CONSENT OF RESIDENT AGENT

Having been named Resident Agent of this Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Manuel J. Mari
Manuel J. Mari
250 Bird Road, Suite 102
Coral Gables, Florida 33148
(305) 444-9100

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