

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE

4.25.97

FILED
 97 MAY - 1 PM 1:39
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. MAY - 1 1997.

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-1-97		
TIME	9:40		CK No. _____
BY	LS		

WALK-IN _____
 Will Pick Up _____

RE: Nurse 2 U, Inc.

	C.C. FEE.	DISBURSED
Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service	600002161406-4	
Document Filing	-05401297-01023-004	
	****122.50 ****122.50	
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Fil's		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

EFFECTIVE DATE

4.29.97

ARTICLES OF INCORPORATION
OF
NURSE 2 U, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is:

NURSE 2 U, INC.

The principal and mailing address of the corporation is:

350 Blue Mountain Beach Road
Santa Rosa Beach, Florida 32459

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ARTICLE II
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be One Hundred (100) shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews, Esq.
607 Highway 98 East
Destin, Florida 32541

ARTICLE V
INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Dana C. Matthews

607 Highway 98 East
Destin, Florida 32541

ARTICLE VI
EFFECTIVE DATE

These Articles of Incorporation for Nurse 2 U, Inc. shall be effective the 29th day of April, 1997.

ARTICLE VII
BYLAW AMENDMENT

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

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.


ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

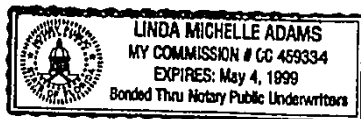
IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of April, 1997.



Dana C. Matthews

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Dana C. Matthews, personally known to me or who has produced _____ as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

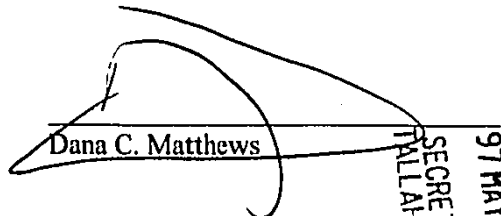
WITNESS my hand and official seal in the county and state last aforesaid this 29th day of April, 1997.




NOTARY PUBLIC
My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.


Dana C. Matthews

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