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May 8, 1997

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

Re: Staffing Administrators, Inc.

Dear Sirs:

Please find enclosed the original and one copy of Articles of Incorporation and the original of Certificate of Designation Registered Agent/Registered Office for the above referenced corporation. You will also find enclosed my check in the amount of \$70.00 to cover the following fees:

Filing Articles of Incorporation	\$ 35.00
Filing Designation of Registered Agent	<u>35.00</u>
Total	\$ 70.00

Sincerely,

  
Ronald H. Roby

RHR/dmz  
Enclosures  
cc: Mr. Jack Funk

2/076

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-05/19/97--01096--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

97 MAY 19 AM 8:27

CLERK OF COURT  
JACKSONVILLE

RP  
5-21-97

ARTICLES OF INCORPORATION

OF

FILED  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS

97 MAY 19 AM 8:27

STAFFING ADMINISTRATORS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

Name. The name of this corporation is:

STAFFING ADMINISTRATORS, INC.

ARTICLE II

Nature of Business. The general nature of business to be transacted by this corporation is:

Section A. To engage in every aspect and phase of the business of medical placement.

Section B. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

Section C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida, and in all other States and Countries.

Section D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages,

transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

Section E. To purchase the corporate assets of any other corporation and to engage in every aspect and phase of the business such corporation was engaged in whether the character of that business is the same or not as that specifically authorized for this corporation.

Section F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock having a par value of ONE DOLLARS (\$1.00) per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

### ARTICLE IV

Initial Registered Agent and Address of Initial Registered Office. The name of the initial registered agent and the initial registered office of the corporation is:

JACK A. FUNK  
727 Executive Drive  
Winter Park, FL 32789

### ARTICLE V

Initial Capital. The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

### ARTICLE VI

Terms of Existence. This corporation shall have perpetual existence.

#### ARTICLE VII

Place of Business. The principal office and place of business of this corporation shall be located at 727 Executive Drive, Winter Park, Florida, 32789, and its post office address there shall be the same, but this corporation may establish and maintain offices at such other places in the United States of America, its colonies or dependencies and in any foreign country as the Board of Directors may from time to time determine.

#### ARTICLE VIII

Number of Directors. The number of Directors of the corporation shall be the number from time to time fixed by the stockholders in accordance with the By-Laws of the corporation; but at no time shall the number of Directors be less than one.

#### ARTICLE IX

Initial Directors. The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
JACK A. FUNK	1904 Lake Alma Drive Apopka, FL 32712

#### ARTICLE X

Subscribers. The name and post office address of each subscriber of these Articles of Incorporation and the number of shares and class of stock each subscriber agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>COMMON SHARES</u>
JACK A. FUNK	1904 Lake Alma Dr. Apopka, FL 32712	500

#### ARTICLE XI

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

shall be approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have made, subscribed and acknowledged these Articles of Incorporation, this 12th day of May, 1997.

JACK A. FUNK (SEAL)

State of Florida

County of Orange

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JACK A. FUNK, who is personally known to me ~~or who presented~~ as identification, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 7th day of May, 1997.

Susan J. Roby  
Notary Public

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

2/073



SUSAN J. ROBY  
MY COMMISSION # CC438252 EXPIRES  
February 20, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 19 AM 8:27

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

STAFFING ADMINISTRATORS, INC.

2. The name and address of the registered agent and office is:

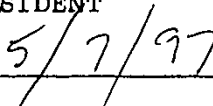
JACK A. FUNK  
727 Executive Drive  
Winter Park, FL 32789

SIGNATURE

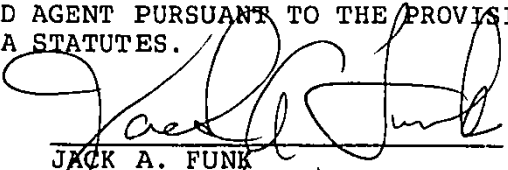
  
JACK A. FUNK

TITLE: PRESIDENT

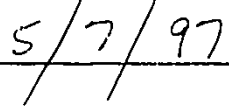
DATE

  
5/7/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT PURSUANT TO THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
JACK A. FUNK

DATE

  
5/7/97