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Jacksonville Beach, Florida 32250  
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**KURT ANDREW SIMPSON**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

July 28, 1997

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-07/29/97--01122--002  
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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: New Corporation Filing

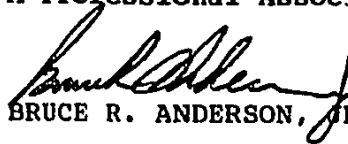
Dear Sirs:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of PRIME THERAPY/STAFFING, INC. for filing as a new Florida corporation.

Also enclosed is our firm's check in the amount of \$122.50, representing the costs of filing in this matter. Thanking you for your assistance, I remain,

Sincerely,

KURT ANDREW SIMPSON,  
A Professional Association



BRUCE R. ANDERSON, JR., ESQUIRE

BRA/pjp  
Enclosures

Dme  
7/31/97

FILED  
97 JUL 29 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION  
OF  
PRIME THERAPY/STAFFING, INC.

97 JUL 29 AM 11:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporators of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is: PRIME THERAPY/STAFFING, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are: 205 Oakpoint Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE III. COMMENCEMENT OF EXISTENCE

These Articles of Incorporation shall be effective on July 15, 1997, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V. PURPOSE

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common Stock having a par value of \$0.01 per share.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The Corporation designates 3560 South Third Street, Jacksonville Beach, Florida 32250 as the street address of the initial registered office of the Corporation and names CINDY B. BOHN, the Corporation's initial Registered Agent at that address to accept service of process within this State.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The Corporation has two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but will never be less than one (1). The names of the initial directors are CAROL L. TAYLOR and KIMBERLY A. FORNES.

**ARTICLE IX. INCORPORATOR**

The names and street addresses of the initial Incorporators are:

<u>Name</u>	<u>Address</u>
CAROL L. TAYLOR	4958 Laurel Green Way East Jacksonville, Florida 32225
KIMBERLY A. FORNES	205 Oakpoint Lane Ponte Vedra Beach, FL. 32082

**ARTICLE X. INITIAL OFFICERS**

The names and addresses of the persons who shall serve as the Officers until the first annual meeting of Shareholders, or until their successor(s) shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
CAROL L. TAYLOR President	4958 Laurel Green Way East Jacksonville, FL. 32225
KIMBERLY A. FORNES Secretary/Treasurer	205 Oakpoint Lane Ponte Vedra Beach, FL. 32082

**ARTICLE XI. SHAREHOLDER ACTION**

Two-thirds consent of the Stockholders of the Corporation

ARTICLE XII. ADOPTION, AMENDMENT OR REPEAL

OF ARTICLES OF INCORPORATION

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XIII. PREEMPTIVE RIGHTS

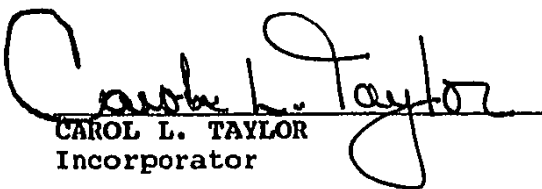
The holders of the common stock of this Corporations shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XIV. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified

such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporators, for the purpose of forming a Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on July 25, 1997.

  
CAROL L. TAYLOR  
Incorporator

  
KIMBERLY A. FORNES  
Incorporator

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared CAROL L. TAYLOR and KIMBERLY A. FORNES, who are to me well known to be the persons described in and who subscribed to the Articles of Incorporation, and that they did freely and voluntarily acknowledge before me, according to law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 24 day of July, 1997.



*Kathleen Skoblow*  
Notary Public

My Commission expires

FILED  
97 JUL 29 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE

I, the undersigned, agree to act as registered agent Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: July 24, 1997

*Cindy B. Bohn*  
CINDY B. BOHN