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ACCOUNT NO. : 072100000032

REFERENCE : 607688 4363280

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 122.50

ORDER DATE : November 20, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 607688-005

CUSTOMER NO: 4363280

100002352691--5

CUSTOMER: Judy Abrahamson, Legal Asst
INTERIM HEALTHCARE INC.

2050 Spectrum Boulevard

Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: INTERIM THERAPY SERVICES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 NOV 20 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 20 AM 10:45
DIVISION OF CORPORATION

mc 11/20/97

**ARTICLES OF INCORPORATION
OF
INTERIM THERAPY SERVICES INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of this Corporation is: Interim Therapy Services Inc.

ARTICLE II

DURATION: The duration of this Corporation shall be perpetual.

ARTICLE III

PURPOSE: The purposes for which this Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK: The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, and the Par Value of each share of Common Stock shall be One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED AGENT: The address of the initial registered agent of the Corporation and the name of its registered agent at that address is:

Raphael D. Umansky
c/o Interim HealthCare Inc.
2050 Spectrum Boulevard
Fort Lauderdale, Florida 33309

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TALLAHASSEE, FLORIDA

ARTICLE VI

DIRECTORS: The number of the Board of Directors shall be Five.

ARTICLE VII

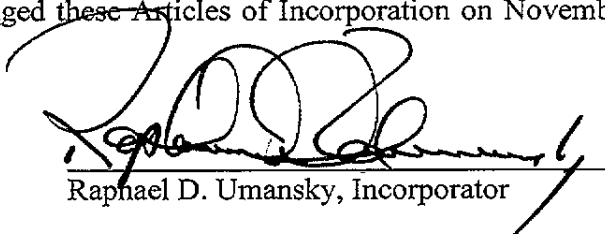
INCORPORATOR: The name and address of the incorporator is:

Raphael D. Umansky
2050 Spectrum Boulevard
Fort Lauderdale, Florida 33309

ARTICLE VIII

PRINCIPAL OFFICE: The address of the principal office and the mailing address of the Corporation in the state of Florida is 2050 Spectrum Boulevard, Fort Lauderdale, Florida 33309, in the County of Broward.

The undersigned has executed and acknowledged these Articles of Incorporation on November 19, 1997.



Raphael D. Umansky, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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.

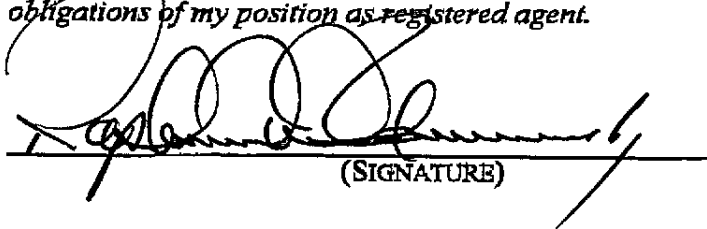
1. The name of the corporation is: Interim Therapy Services Inc.

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

Raphael D. Umansky
(NAME)
2050 Spectrum Blvd.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Fort Lauderdale, FL 33309
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.


(SIGNATURE)

NOV 19 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314