

P99000000506



ACCOUNT NO. : 072100000032

REFERENCE : 646346 80437A

AUTHORIZATION *Patricia Pujate*

COST LIMIT : \$ 70.00

FILED  
97 DEC 23 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100002380721--E

ORDER DATE : December 22, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 646346-005

CUSTOMER NO: 80437A

CUSTOMER: Bobbie Burgans, Legal Assist  
J. PAUL FITZGERALD

202 Oak Street

Milton, FL 32570

DOMESTIC FILING

NAME: ROBETTY SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

~~1197-28524~~

RECEIVED  
97 DEC 23 AM 11:01  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

DMC  
12/23/97

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 23, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ROBETTY SERVICES, INC.  
Ref. Number: W97000028524

We have received your document for ROBETTY SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 497A00060160

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
95 DEC 23 AM 11:05  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
ROBETTY SERVICES, INC.,

FILED  
97 DEC 23 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The undersigned subscribers to these Articles of Incorporation, being natural persons of full age, for the purpose of forming a corporation pursuant to and in conformity with the laws of the State of Florida, do hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation as follows:  
to wit:

ARTICLE I

The name of the corporation is **ROBETTY SERVICES, INC.,**

ARTICLE II

The general purpose for which this corporation is initially organized is for providing medical personnel and nurses on a temporary basis for temporary health care and to conduct any and all lawful business for which corporations may be incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

The aggregate number of shares of stock that this corporation is authorized to issue is One Thousand (1000) for the par value of One Dollar (\$1.00) per share.

ARTICLE IV

The mailing address is 902 East Blount Street, Pensacola, Florida 32503 and the street address of this corporation's

principal registered office and its place of business is 902 East Blount Street, Pensacola, Florida 32503.

**ARTICLE V**

The registered agent for this corporation is Betty Clark, whose address is 902 E. Blount St., Pensacola, Florida 32503.

**ARTICLE VI**

The names and addresses of the incorporators hereof are as follows:

Robert Laufer  
50 Glen Byron Avenue  
Nyack, New York 10960

Betty Clark  
17150 Perdido Key Drive  
Pensacola, Florida 32507

**ARTICLE VII**

The initial Board of Directors shall consist of one (2) Directors whose names and addresses are as follows:

Robert Laufer  
50 Glen Byron Avenue  
Nyack, New York 10960  
President, and Director

Betty Clark  
17150 Perdido Key Drive  
Pensacola, Florida 32507  
Secretary/Treasurer and Director

**ARTICLE VIII**

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

1. Such offering shareholder shall deliver a notice in

writing by mail or otherwise to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the price, terms and conditions stated in the notice; provided, however, the expiration of the 30 day period has expired, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver notice to each of the other common shareholders personally, or notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers expressed to be acceptable immediately to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred,

each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all of the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in any number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus indisposed of, as the total number of share which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

4. If within said 30 day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such share at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

#### ARTICLE IX

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right

to subscribe to or acquire such shares which may be issued at any time by the corporation.

ARTICLE X

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, we, the undersigned incorporator has hereunto set his hand and seal this the 12<sup>th</sup> day of Dec, 1997.

*Robert D. Laufer*

ROBERT LAUFER

*Betty Clark*

BETTY CLARK

STATE OF New York  
COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared ROBERT LAUFER who produced the following as identification, #251 409 586 - NY State Driver's License, known to me to be the person described as subscriber and incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 25<sup>th</sup> day of November, 1997.

*Pennie Monaco*

NOTARY PUBLIC

PENNIE MONACO  
Notary Public, State of New York  
No. 5009208  
Qualified in Nassau County 99  
Commission Expires March 8, 19

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared  
BETTY CLARK who produced the following as identification, Fl. Driver Lic.  
# C462-082-39-597-0, known to me to be the person described as  
subscriber and incorporator in and who executed the foregoing  
Articles of Incorporation, and she acknowledged to and before me  
that she subscribed the same for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, this 12<sup>th</sup> day of Dec.,  
1997.

  
NOTARY PUBLIC





**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
97 DEC 23 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**FIRST:** That **ROBETTY SERVICES, INC.,**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Pensacola, County of Escambia, State of Florida, has named **BETTY CLARK**, located at 902 East Blount Street, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I do hereby agree to comply with the provision of said Act in this capacity, and I further agree to comply with the provision of the said Act relative to keeping open said office.



**BETTY CLARK**  
Registered Agent