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GRIFFIN & ASSOCIATES

FILED

ATTORNEYS AT LAW
915 OAKFIELD DRIVE
SUITE F
BRANDON, FLORIDA 33511

98 JUN 24 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EILEEN HAFFEY GRIFFIN
GLEN R. LANSKY
J. JOSEPH CAREY
WHITNEY M. BROWN

Telephone
(813) 681-2612
Facsimile
(813) 684-6660

June 19, 1998

*Return to
FLU ASAP*

Attorneys' Title Insurance Fund, Inc.
660 E. Jefferson St.
Suite 200
Tallahassee, FL 32301

RECEIVED
JUN 24 PM 2:59

Re: ASSOCIATED PROFESSIONAL NURSING SERVICES, INC.

Dear Sir or Madam:

Enclosed please find one original and copy of the Articles of Incorporation for the above-cited matter, together with our trust account check payable to the Secretary of State in the amount of \$122.50.

We have also enclosed a trust check in the amount of \$15.00 payable to Attorneys' Title Insurance Fund to cover the fee to have the articles filed upon receipt.

Please call my office at the above-referenced telephone number upon filing of the Articles and return the certified copy of the Articles to our office. We appreciate your assistance. If you have any questions please call me.

Sincerely,

Glen R. Lansky
Glen R. Lansky

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GRL/dar
Enclosure

P. Hall
JUN 24 1998

ARTICLES OF INCORPORATION
OF
ASSOCIATED PROFESSIONAL NURSING SERVICES, INC.

FILED
98 JUN 24 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

ASSOCIATED PROFESSIONAL NURSING SERVICES, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to provide administrative nursing services and other related activities and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: Griffin & Associates, P.A., 915 Oakfield Drive, Suite F, Brandon, FL 33511. The initial Registered Agent of this corporation at such office, shall be Glen R. Lansky, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 1354 Foxboro Drive, Brandon, FL 33511.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board is:

NAME	ADDRESS
JERRY D. MOSSBURG	1354 Foxboro Drive Brandon, FL 33511

ARTICLE VIII - INCORPORATOR

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

NAME	ADDRESS
JERRY D. MOSSBURG	1354 Foxboro Drive Brandon, FL 33511

ARTICLE IX

AMENDMENT OF ARTICLES

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



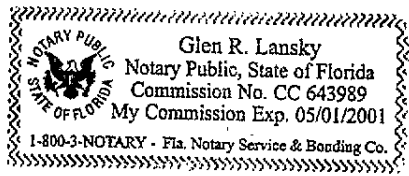
Jerry D. Mossburg

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th
day of JUNE, 1998, by Jerry D. Mossburg.

 who is personally known to me, or
X who produced FLDL# M216-424-55-418-0 as identification
and who did/did not take an oath.

Glen R. Lansky
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)

FILED

98 JUN 24 PM 3:25

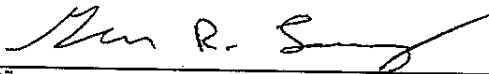
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to applicable Florida Statutes, the following is submitted:

That ASSOCIATED PROFESSIONAL NURSING SERVICES, INC. desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at Griffin & Associates, P.A., 915 Oakfield Drive, Suite F, Brandon, FL 33511, has Glen R. Lansky of that address, as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Glen R. Lansky
Griffin & Associates, P.A.