

Charter Number Only

P98000073668

Requestor's Name OFICINA MADRIGAL

Address 4160 N.W. 16th Ave #210

City Hialeah, FL State FL ZIP 33012 Phone 5853

VALUATION ONLY

600002622656--7  
-08/24/98--01002--015  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Ideal Staffing Service, Inc.

- |  |  |   |
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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> After 4:30                | <input type="checkbox"/> Mail            |   |

Name	
Availability	
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Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

RECEIVED  
91 AUG 24 AM 9:08  
DIVISION OF CORPORATION  
TALLAHASSEE  
FLORIDA  
98 AUG 24 AM 10:21  
SECRETARY OF STATE

Cert. Copy



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION  
EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HER ASSOCIATED  
THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE  
STATE OF FLORIDA.

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS: IDEAL STAFFING SERVICES, INC

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON  
THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO  
CARRY ON THE BUSINESS OF MANAGEMENT COMPANY, HEALTH CARE STAFFING  
FACILITY AND MEDICAL SERVICES, SERVICES TO PURCHASE, SELL, RENT,  
LEASE CONVEY OR OTHERWISE ACQUIRE OR DISPOOSE OF OR ENCUMBER REAL  
ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTES,  
BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR  
FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING  
NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF  
INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND  
IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL  
TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR  
ANY AMENDMENT THEREOF.

FILED  
98 AUG 24 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 9077 NW 120 TERRACE UNIT 110 HIALEAH GARDENS FL 33016 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: AMPARO ILEANA GALGUERA

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:

AMPARO ILEANA GALGUERA  
9077 NW 120 TERRACE UNIT 110  
HIALEAH GARDENS FL 33016

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

AMPARO ILEANA GALGUERA, PRESIDENT, SECRETARY, TREASURY, --100%SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII.-INDEMNIFICATION -

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX.-NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS:

9077 NW 120 TERRACE UNIT 110 HIALEAH GARDENS, FL 33016

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, HER NAME AND ADDRESS IS AS FOLLOW:

AMPARO ILEANA GALGUERA  
9077 NW 120 TERRACE UNIT 110  
HIALEAH GARDENS, FL 33016

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS  
CORPORATION IN THE STATE OF FLORIDA IS:

9077 NW 120 TERRACE UNIT 110 HIALEAH GARDENS, FL 33016

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE TO THE PRINCIPAL  
OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED  
THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF AUGUST, 98



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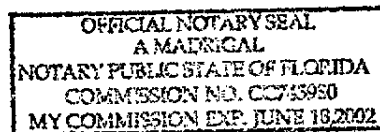
AMPARO ILEANA GALGUERA, PRESIDENT, SECRETARY, AND TREASURER

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY  
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO  
EXECUTED THE FOREGOING ARTICULUS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE  
AFOREMENTIONED THIS 20 DAY OF THE MONTH AUGUST  
THE YEAR NINETEEN HUNDRED AND NINETY EIGHT.

  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

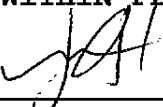


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM MAY BE SERVED.**


**IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED;**

**FIRST:       IDEAL STAFFING SERVICES INC**  
**Name of Corporation**

**DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
HIALEAH STATE OF FLORIDA HAS NAMED AMPARO ILEANA GALGUERA LOCATED  
AT 9077 NW 120 TERRACE UNIT 110 HIALEAH GARDENS, FLORIDA 33016 ITS  
AGENT TO ACCEPT SERVICE WITHIN FLORIDA.**

**SIGNATURE**   
**Corporate officer**  
**TITLE** PRESIDENT  
**DATE** 08/20/98

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CAPACITY AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

**SIGNATURE**   
**RESIDENT AGENT**  
**DATE** 08/20/98

**FILED**  
**98 AUG 24 AM 10:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**