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ACCOUNT NO. : 072100000032

REFERENCE : 149853 6954A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 26, 1999

ORDER TIME : 11:28 AM

ORDER NO. : 149853-005

CUSTOMER NO: 6954A

CUSTOMER: Lynn B. Lewis, Esq
LYNN B. LEWIS, P.A.
LYNN B. LEWIS, P.A.
1390 Brickell Avenue
Suite #280
Miami, FL 33131

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DOMESTIC FILING

NAME: NURSING SERVICES OF SOUTH
FLORIDA, 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: Angie Glisar

EXAMINER'S INITIALS:

FILED
99 FEB 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB 26 PM 12:17
DIVISION OF CORPORATION
Dmc
2/26/99

ARTICLES OF INCORPORATION
OF
NURSING SERVICES OF SOUTH FLORIDA, INC.

FILED
99 FEB 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapters 607, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

NURSING SERVICES OF SOUTH FLORIDA, INC.

ARTICLE II

PRINCIPAL OFFICE OR MAILING ADDRESS OF CORPORATION

The principal office or mailing address of the Corporation shall be:

11200 West Flagler Street, Suite 211
Sweetwater, Florida 33174

ARTICLE III

NATURE OF BUSINESS

The objects and purposes to be transacted and carried on by the Corporation are as follows:

1. To engage in any and all activities which a for-profit corporation is permitted to perform under the Florida Business Corporation Act, as same is adopted, from time to time; and

2. To have all of the powers conferred upon a corporation by the laws of the State of Florida, as they are from time to time enacted, or of any other state or country and which are not prohibited by the Florida Business Corporation Act; and

3. To conduct, operate, maintain and carry on the business of a company that manages the provision of health care to persons.

4. The objects and purposes specified in these Articles of Incorporation, unless expressly limited therein, shall not be limited or restricted by reference to, or inference from, any provision in this or any other article of these Articles of Incorporation, shall be regarded as independent objects and purposes, and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 10,000 shares of common stock at no par value.

The whole or any part of the authorized shares of the Corporation may be issued for such consideration as is permitted under The Florida Business Corporation Act, as may be adopted, from time to time. The Board of Directors of the Corporation is authorized, empowered and responsible to determine the adequacy of the consideration received or to be received by the Corporation for issuance of the shares.

The Board of Directors shall be, by the affirmative vote of a majority of the directors then in office, authorized to issue in the future, shares of stock of more than one class or more than one series with preferences, limitations and relative rights in respect to such classes or series as the Board may determine.

ARTICLE V

TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

11200 West Flagler Street, Suite 211
Sweetwater, Florida 33174

The initial Registered Agent of this Corporation at that address is Tamara Gort.

ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not less than two (2) directors nor more than five (5). Upon a two-third's majority vote of the incumbent members of the Board of Directors, the Board of Directors may elect to have staggered terms for membership on the Board of Directors.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and street address of the members of the first Board of Directors who shall hold office until their successors are duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Lynn Lopez	11200 West Flagler Street, Suite 211 Sweetwater, Florida 33174
Tamara Gort	11200 West Flagler Street, Suite 211 Sweetwater, Florida 33174

ARTICLE IX

INCORPORATOR

The individual organizing this Corporation and executing these Articles of Incorporation as the Incorporator is:

NAME

STREET ADDRESS

Lynn Lopez

11200 West Flagler Street, Suite 211
Sweetwater, Florida 33174

ARTICLE X

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. Except as may be provided in any shareholders agreement, no shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power for any or all of the shares of stock.

2. Except as may be provided in any shareholders agreement, no shareholder of the Corporation may transfer or otherwise dispose of his or her shares of stock in this Corporation. No shares of stock in this Corporation may be pledged or hypothecated in any manner.

3. This Corporation shall have the power to enter into, or become a partner in, any agreement for the sharing of profits and losses, union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business or making any legal investment otherwise permitted for this Corporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests of the Corporation's directors or shareholders, shall have the power to establish reasonable compensation for its directors, officers and employees and shall have the power to provide one or more of the following additional compensation plans, whether

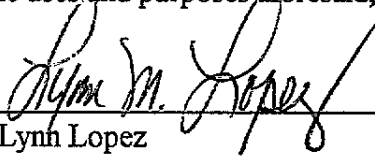
singularly on behalf of the Corporation or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A stock bonus plan;
- (e) A thrift and savings plan;
- (f) A stock option plan; or
- (d) Other retirement, death benefit or incentive compensation plans.

5. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association, partnership or corporation in which he or she may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

6. The Corporation shall have the authority to indemnify any Director, officer or employee, on such terms and for such amounts as the Board of Directors may, by majority resolution, deem reasonable. No such indemnification may be made as to matters of willful misconduct of any such Director, officer or employee. The indemnification terms may include, provided the Board specifically so resolves, attorneys fees and costs of the indemnitee which may either be in the form of a reimbursement or in the Corporation's direct payment of such expenses of the indemnitee. The Corporation is authorized to obtain and pay for insurance to cover this risk.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 22 day of February 1999.




Lynn Lopez
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were acknowledged before me this February 22 1999 by Lynn Lopez, who is personally known to me or who produced _____ as identification and who did (did not) take an oath.





Doraly Torres (Printed Name)
Notary Public, State of Florida at Large

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FOR

NURSING SERVICES OF SOUTH FLORIDA, INC.

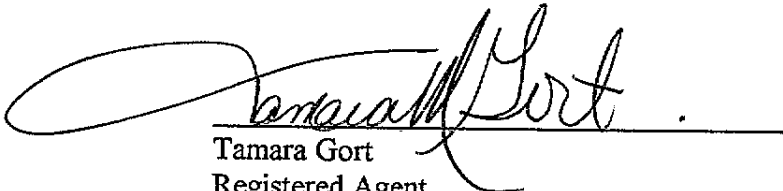
FILED
99 FEB 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapters 48 and 607, Florida Statutes, NURSING SERVICES OF SOUTH FLORIDA, INC., having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at 11200 West Flagler Street, Suite 211, Sweetwater, Florida 33174, has named Tamara Gort located thereat as its Registered Agent to accept service of process within this state.

By: 

Lynn Lopez
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Tamara Gort
Registered Agent