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SCOTT G. SCHILDBERG  
MICHAEL D. WHALEN  
GARY L. WILKINSON  
L. PETER JOHNSON (1942-1988)

*P99000061876*  
July 2, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Medical & Dental Staffing, Inc.  
Our No. 2249-000

800002924408--6  
-07/07/99--01005--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

**EFFECTIVE DATE**  
*7-2-99*

Enclosed is the original and one photocopy of executed Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 in payment of the filing fees associated with this request. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,

*SRH*  
Sharon R. Henderson

SRH/pag  
Enclosures

FILED  
99 JUL -6 PM 6:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUL 12 1999

EFFECTIVE DATE  
7-2-99

ARTICLES OF INCORPORATION  
OF  
MEDICAL & DENTAL STAFFING, INC.

FILED  
99 JUL -6 PM 6:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Medical & Dental Staffing, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Sharon R. Henderson. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Sharon R. Henderson

ADDRESS


Suite 3000  
One Independent Drive  
Jacksonville, Florida 32202

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

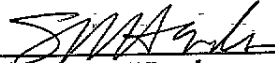
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 2 day of July, 1999.

  
\_\_\_\_\_  
Sharon R. Henderson  
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
MEDICAL & DENTAL STAFFING, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Medical & Dental Staffing, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 2 day of July, 1999

  
Sharon R. Henderson  
Registered Agent

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FILED  
99 JUL -6 PM 6:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA