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November 22, 1999

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State of Florida, Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

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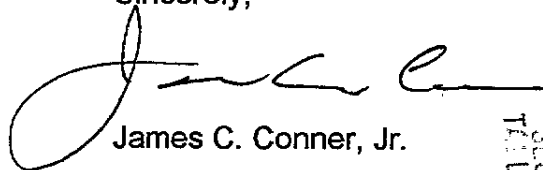
RE: QUALITY MEDICAL STAFFING, INC.

Dear Secretary of State:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$87.50 for the filing fee, certified copy and certificate of status, and for an additional copy.

If you need additional information, please do not hesitate to contact my office.

Sincerely,



James C. Conner, Jr.

JCC/teg

ENCLOSURES

cc: Austin Reed

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

axe 11/30

ARTICLES OF INCORPORATION
OF
QUALITY MEDICAL STAFFING, INC.

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is: **QUALITY MEDICAL STAFFING, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the following purposes:

- (a) To provide medical staffing for health care providers.
- (b) To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings, or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
- (c) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvements, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire to dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limits as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and businesses, and to promote its objects within the state of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise, and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations, and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in the company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise, limited or restricted by reference to or in reference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

This maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **One Thousand (1,000) shares of common stock, each share having the par value of One Dollar (\$1.00).**

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered principal office of this corporation is: **4148-1 Lafayette Street, Marianna, Florida 32446**, and the name of the initial registered agent of this corporation at that address is **AUSTIN REED**.

ARTICLE V - DIRECTORS

The corporation shall initially have two (2) directors. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than six (6).

ARTICLE VI - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
AUSTIN REED	3540 Twin Ponds Road Marianna, FL 32448
SHELLY REED	3540 Twin Ponds Road Marianna, FL 32448

ARTICLE VII - INCORPORATORS

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
AUSTIN REED	3540 Twin Ponds Road Marianna, FL 32448

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation under the laws of the State of Florida, on this **19TH** of **NOVEMBER, 1999**.

Austin Reed (SEAL)
AUSTIN REED, Subscriber

**STATE OF FLORIDA }
COUNTY OF LIBERTY }**

The foregoing instrument was acknowledged before me this **19TH** day of **NOVEMBER, 1999**, by **AUSTIN REED**, who is personally known to me or who has produced _____ as proper identification.

(SEAL)



Barbara A. Hunt
MY COMMISSION # CC584850 EXPIRES
September 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Barbara A. Hunt
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **QUALITY MEDICAL STAFFING, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

DATE: NOVEMBER 19, 1999

Austin Reed
AUSTIN REED, Registered Agent

**STATE OF FLORIDA
COUNTY OF LIBERTY**

The foregoing instrument was acknowledged before me this **19TH** day of **NOVEMBER, 1999**, by **AUSTIN REED**, who is personally known to me or who has produced _____ as proper identification.

(SEAL)



Barbara A. Hunt
MY COMMISSION # CC584850 EXPIRES
September 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Barbara A. Hunt
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE