



THE UNITED STATES
CORPORATION
COMPANY

P99000106484

FILED

99 DEC -2 AM 9: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 495513 7198569

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizub

ORDER DATE : November 29, 1999

ORDER TIME : 4:03 PM

ORDER NO. : 495513-005

400003058444--1

CUSTOMER NO: 7198569

CUSTOMER: Mr. Robert D. Laufer
MR. ROBERT D. LAUFER
MR. ROBERT D. LAUFER
6400 North David Highway
Suite 1
Pensacola, FL 32504

DOMESTIC FILING

NAME:

CARESTAFF
STAFFMED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2555-2545
W99-27518
167-2000

PH 12/9/99

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 7, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CARESTAFF, INC.
Ref. Number: W99000027518

We have received your document for CARESTAFF, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 899A00057619

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RESUBMIT

Please give original
submission date as file date.

FILED

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARESTAFF, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CARESTAFF, INC.

The address of the principal office of this corporation shall be 6400 North Davis Highway, Suite 1, Pensacola, Florida 32504 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6400 N. Davis Hwy., Suite 1, Pensacola, FL 32504 and the name of the initial registered agent of the corporation at that address is Betty Clark.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Robert D. Laufer


50 Glen Byron Ave.,
South Nyack, NY 10960

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation.
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on December 1, 1999.


Its Incorporator, Laura R. Dunlap

KWT/JANNA WILSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

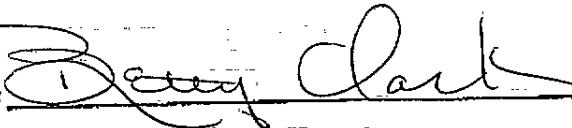
ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Betty Clark , an individual residing in this
state, having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:

Carestaff, Inc.

Betty Clark is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By:



Typed Name:

Betty CLARK