

936

ARTICLES OF INCORPORATION

OF

MOONLIGHTING NURSING SERVICES, INC. OF ALABAMA

The undersigned acting as incorporator of a corporation under the Alabama General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Moonlighting Nursing Services, Inc. of Alabama.

ARTICLE II. DURATION

This corporation shall have a perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III. PURPOSE

The Corporation is a corporation for-profit and is organized for the following purposes:

To serve as a Health Care Nursing labor contracting agency.

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let hands, dwelling, buildings, stores, warehouses, and other lands or building necessary, proper or convenient for corporate purposes and for general sales.

To make, buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

✓ #15 - Mountain Dr.
Suite # 4
Destin, Florida
32541

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To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invent, trade, deal in and with goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock, bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise or for any other lawful purpose of its

incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interest therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or government and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

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To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Alabama and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation or any amendment thereto, and to do any or all the things hereinbefore set forth to the same extent as natural persons might or could do. To engage in the transaction of any or all lawful business for which corporations may be incorporated in Alabama.

The foregoing clauses shall be construed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation or the nature of business or businesses to be transacted or engaged in by said corporation, but shall be in addition to the business or businesses authorized to be conducted by corporations under the laws of the State of Alabama.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with the par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Stockholders shall have no preemptive rights to buy stock except as may otherwise be provided by the Board of Directors.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1240 First Street North, Highway 31, suite 104, Alabaster, Alabama 35007 and the name of the initial registered agent of this corporation at that address is Joe F. Bell.

The Board of Directors may from time to time move the principal office to any address in the state of Alabama.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The name and street address of the initial Director, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Alabama, shall hold office until the first annual meeting of shareholders of his successor is elected and qualified, is as follows:

Name	Address
Joe F. Bell	1240 First Street North, Hwy 31, suite 104 Alabaster, AL 35007

ARTICLE VIII. INCORPORATORS

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

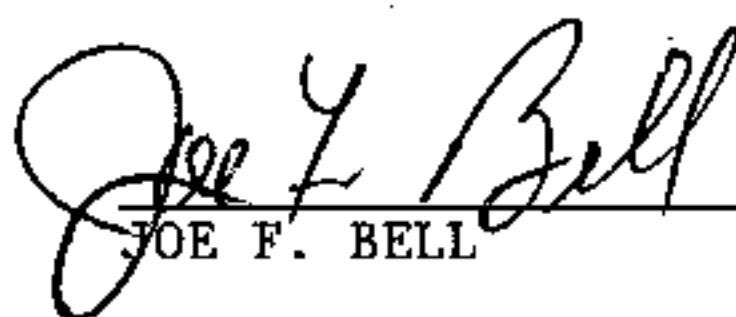
Name
Joe F. Bell

Address
1240 First Street North, Hwy 31, Suite 104
Alabaster, AL 35007

ARTICLE IX. AMENDMENT
OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock 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.

The undersigned, has executed these Articles of Incorporation, for the purposes of forming a corporation under the laws of the State of Alabama, and does make and file these Articles and does certify that the facts contained herein are true.


JOE F. BELL

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State of Florida

County of Okaloosa

Before me, the undersigned Notary Public, in and for said State and County, appeared JOE F. BELL, the subscribing incorporator to the foregoing Articles of Incorporation, to me well known, and known to me to have executed the foregoing Articles of Incorporation and acknowledge and declare that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as his voluntary act and deed for the purpose of

forming a body corporate, pursuant to and under the foregoing Articles of
Incorporation and that the facts are set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this the 12th day of February, 1990 in the State and County
aforesaid.

Brenda J. Thompson
Notary Public State of Florida

Notary Public
State of Florida at Large
My Commission Expires Dec. 29, 1991

(SEAL)

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

In pursuance of Title 10-2A, Code of Alabama 1975, the following
is submitted, in compliance with said Act:

First: That Moonlighting Nursing Services, Inc. of Alabama desiring
to organize under the laws of the State of Alabama with its principal
office, as indicated in the Articles of Incorporation at City of Alabaster,
County of Shelby, State of Alabama, has named Joe F. Bell located at
1240 First Street North, Highway 31, Suite 104, City of Alabaster, County of
Shelby, State of Alabama, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.


JOE F. BELL
(RESIDENT AGENT)



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Moonlighting Nursing Services, Inc. of Alabama

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Moonlighting Nursing Services, Inc. of Alabama" is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joe F. Bell, 1240 1st Street No., Hwy 31 Ste 104, Alabaster, AL 35007 for a period of one hundred twenty days beginning February 2, 1990 and expiring June 3, 1990.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on February 2, 1990.

Perry A. Hand
Perry A. Hand
Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Moonlighting Nursing Services, Inc. Of Alabama

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Moonlighting Nursing Services, Inc. Of Alabama, duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Moonlighting Nursing Services, Inc. Of Alabama, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14th day of February, 19 90

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 FEB 14 AM 11:20

JUDGE OF PROBATE

Judge of Probate

35.00
3.00
38.00

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