CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Panacea Center, Inc

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ARTICLES OF INCORPORATION

OF

PANACEA CENTER, INC.
a Not for Profit Corporation

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida:

ARTICLE I
NAME

The name of this corporation is PANACEA CENTER, INC., a not for profit corporation.

ARTICLE II
PURPOSE

This corporation is organized for the following purposes: to engage generally in education and development of physically and/or mentally challenged students and to conduct any other business not for profit and not specifically prohibited to corporations under other laws of this state.

ARTICLE III
PRINCIPAL OFFICE, MAILING OFFICE

The principal office and mailing office of this corporation shall be located at 8370 S.W. 184 Street, Miami, Florida 33157.

ARTICLE IV
ELECTION OF DIRECTORS

Directors shall be elected at the annual meeting and shall hold office until the results of the election have been certified by the secretary. The bylaws shall specify the manner of nomination and election of directors.

ARTICLE V
NONSTOCK

This corporation is organized upon a nonstock basis and shall not issue shares of stock; but may evidence membership in this corporation by a certificate of membership which shall contain the statement, printed prominently upon the face of the certificate, that the corporation is a nonprofit corporation. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers. Notwithstanding the above, the corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its members as permitted by the court having jurisdiction thereof; and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

No incorporator or member of this corporation shall have any vested right, interest or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing.

ARTICLE VI
CLASSES OF MEMBERS

This corporation shall have one class of members initially, but the number of classes and the qualification and rights of members of each class may be set forth in the bylaws.

ARTICLE VII
TERM OF EXISTENCE

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

ARTICLE VIII
REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be: Bardia Jahann, 8370 S.W. 184 Street, Miami, Florida 33157.

ARTICLE IX
DIRECTORS AND INITIAL BUSINESS ADDRESS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The names and street address of the initial director of the corporation is:

Bardia Jahann, 8370 S.W. 184 Street, Miami, FL 33157

ARTICLE X
INCORPORATORS

The name and address of the incorporator is: Bardia Jahann, 8370 S.W. 184 Street, Miami, Florida 33157.

ARTICLE XI
AMENDMENT

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 members entitled to vote and approved at a members' meeting by at least two-thirds of the members entitled to vote, unless all of the Directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10 day of June, 1998.

Bardia Jahann, Incorporator

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Bardia Jahann to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of June, 1998.

Print Name: John G. Admire
NOTARY PUBLIC; STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
JOHN G ADMIRE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC470597
MY COMMISSION EXP. JULY 17,1999

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Bardia Jahann, AGENT

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