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TRANSMITTAL LETTER

FILED

02 APR 29 AM 9:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600005272886--6  
-04/15/02--01072--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: MedEd, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Dorthea P. Carper  
Name (Printed or typed)

7482 Chase St.  
Address

Navarre, FL 32566  
City, State & Zip

(850) 501-3666  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 51  
W0211387



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 22, 2002

DORTHEA P. CARPER  
7482 CHASE ST  
NAVARRE, FL 32566

SUBJECT: MEDED, INC.  
Ref. Number: W02000011387

We have received your document for MEDED, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 502A00024005

ARTICLES OF INCORPORATION OF  
MedEd America, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation, hereinafter referred to as the "Corporation", shall be MedEd America, Inc.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - PRINCIPLE OFFICE**

The street address of the initial principle office of the Corporation shall be 7482 Chase Street, Navarre, Florida 32566.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 (ONE THOUSAND) shares of common stock having no (ZERO) par value per share.

**ARTICLE V - PROVISIONS**

The provisions for regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI - TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VII - TERRITORY**

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

**ARTICLE VIII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought

against him by reason of his being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE IX - SELF DEALING**

No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE X - NUMBER OF DIRECTORS**

This Corporation shall have a minimum of one (1) director.

**ARTICLE XI - INITIAL DIRECTORS**

The initial Board of Directors shall consist of:

Dorthea P. Carper  
7482 Chase Street  
Navarre, Florida 32566

**ARTICLE XII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial street address in the state of Florida of the initial registered office of the Corporation is 7482 Chase Street, Navarre, Florida 32566, County of Santa Rosa, and the name of the initial registered agent at such address is Dorthea P. Carper.

**ARTICLE XIII - INCORPORATOR**

The name and address of the incorporator is as follows:

Dorthea P. Carper  
7482 Chase Street  
Navarre, Florida 32566

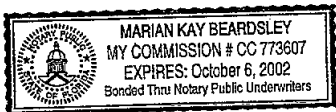
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 9<sup>th</sup> day of April, 2002.

Incorporator:

Dorthea P. Carper

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF SANTA ROSA    )

The foregoing instrument was executed and acknowledged before me this 9<sup>th</sup> day of April, 2002, by Dorthea P. Carper who/is are personally known by me or who has/have produced: FDL C616163597850 as identification and who did not take an oath.



Marian Kay Beardsley  
Notary Public (SEAL)  
State of Florida

My Commission Expires: 10-06-02

NOTARIZING SIGNATURE ONLY.

\* Dorthea P. Carper \*

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

02 APR 29 AM 9:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida.

MedEd, Inc., a Corporation organizing under the laws of the State of Florida, with its principle office located at 7482 Chase Street, Navarre, Florida, 32566, has named Dortehea P. Carper, whose address is 7482 Chase Street, Navarre, Florida, 32566, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Dortehea P. Carper

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF SANTA ROSA    )

The foregoing instrument was executed and acknowledged before me this 9 day of April, 2002, by Dortehea P. Carper who/is are personally known by me or who has/have produced: FDL-C616-163-59-785-0 as identification and who did not take an oath.



Marian Kay Beardsley  
Notary Public (SEAL)  
State of Florida

My Commission Expires: 10-06-02

NOTARIZING SIGNATURE ONLY.

\*Dortehea Carper \*