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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To: Division of Corporations  
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From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)  
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## FOREIGN PROFIT QUALIFICATION

Kann Institute for Medical Careers, Inc.

Certificate of Status	0
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Estimated Charge	\$78.75

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE  
OF FLORIDA:*

1. KANN INSTITUTE FOR MEDICAL CAREERS, INC.  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION" or words or abbreviations or like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. "applied for"  
(FEI number, if applicable)
4. July 20, 1999  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or perpetual")
6. July 20, 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.133, F.S.)
7. c/o 777 S. Flagler Dr., Suite 300E  
West Palm Beach, FL 33401  
(Current mailing address)
8. To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box of Mail Drop Box **NOT** acceptable)  

Name: Steven L. Schwarzberg, Esq.

Office Address: 777 S. Flagler Drive, Suite 300E  
West Palm Beach, FL 33401  
(Zip Code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Steven L. Schwarzberg  
(Registered agent's signature)  
Steven L. Schwarzberg

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

Steven L. Schwarzberg, Esq.  
777 S. Flagler Drive, Suite 300-East  
West Palm Beach, FL 33401  
561-650-7900  
FL Bar #306134  
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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Director: Deborah K. Schwarzberg  
Address: c/o 777 S. Flagler Dr., Suite 300E  
West Palm Beach, FL 33401  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Deborah K. Schwarzberg  
Address: c/o 777 S. Flagler Dr., Suite 300E  
West Palm Beach, FL 33401  
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Secretary: Deborah K. Schwarzberg  
Address: c/o 777 S. Flagler Dr., Suite 300E  
West Palm Beach, FL 33401  
Treasurer: Deborah K. Schwarzberg  
Address: c/o 777 S. Flagler Dr., Suite 300E  
West Palm Beach, FL 33401

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Deborah K. Schwarzberg  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

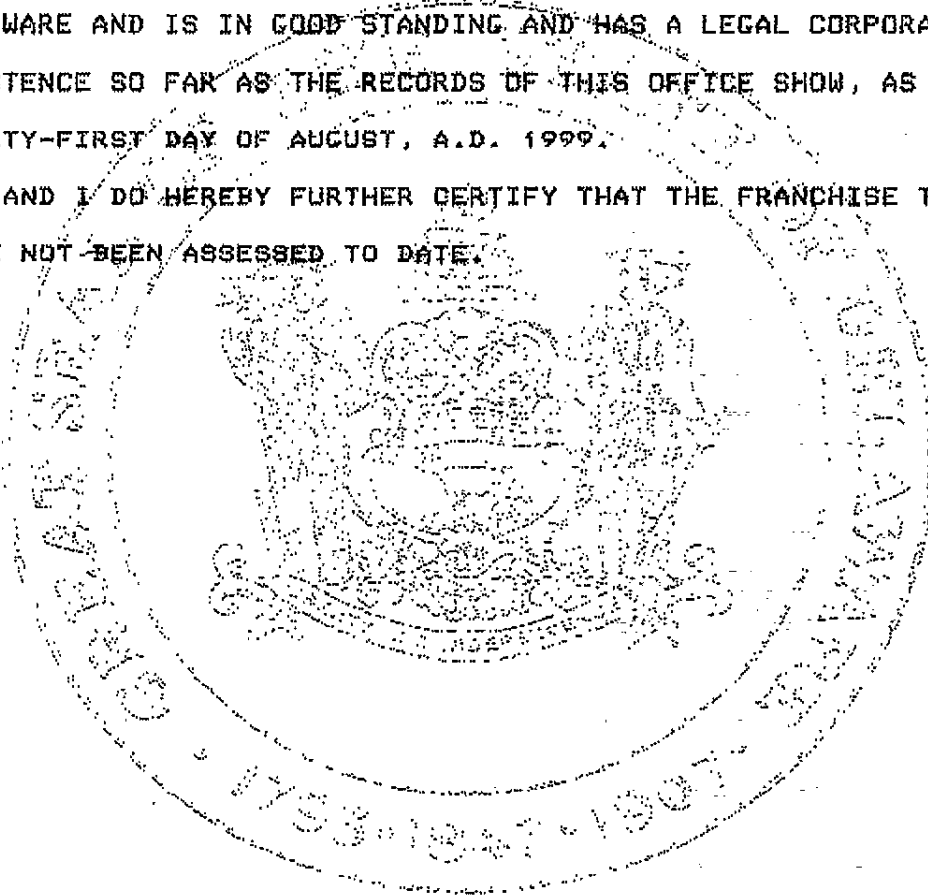
14. Deborah K. Schwarzberg, President  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KANN INSTITUTE FOR MEDICAL CAREERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DIVISION

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9948356

DATE: 08-31-99