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Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
Fax Number : (561) 686-5442

FLORIDA NON-PROFIT CORPORATION

Healthplex Learning Center, Inc.

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TALLAHASSEE, FLORIDA

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AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Gary N. Gerson, ("Affiant") herein, who being by me first duly sworn, on oath, deposes and says:

1. Affiant is the Incorporator of Healthplex Learning Center, Inc., a Florida corporation, organized and filed with the Florida Secretary of State on January 13, 2000 under Document No. P00000004580 whose business address is : 1201 North Flagler Drive, West Palm Beach, FL 33407.

2. That the Corporation has not commenced business and that none of the Corporation's shares have been issued.

3. On January 28, 2000, Affiant, filed with the Florida Secretary of State, Division of Corporations, Articles of Voluntary Dissolution to dissolve the Corporation.

4. Affiant, pursuant to Sections 607.0403 and 607.1404, hereby waives the 120-day requirement for the exclusive use of the Corporation and hereby relinquishes the corporate name "Healthplex Learning Center, Inc."

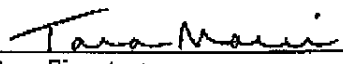
FURTHER AFFIANT SAYETH NAUGHT.

HEALTHPLEX LEARNING CENTER, INC., a Florida corporation

By: 

Gary N. Gerson, Incorporator

SWORN TO AND SUBSCRIBED before me this 28th day of January, 2000, by Gary N. Gerson, the Incorporator of Healthplex Learning Center, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me OR who produced _____ as identification.


Notary Signature

TARA MACRI
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



02/11/00 11:20 FAX 15616865442

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 11, 2000

NASON, YEAGER,

SUBJECT: HEALTHPLEX LEARNING CENTER, INC.
REF: W00000003763

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE VOLUNTARILY DISSOLVED CORPORATION MUST PROVIDE AN AFFIDAVIT STATING THEY WILL NOT REVOKE THE DISSOLUTION. AN OFFICER/DIRECTOR OF THE THE DISSOLVED CORPORATION MUST SIGN. IF NO OFFICERS/DIRECTORS AN INCORPORATOR MUST SIGN. ALL AFFIDAVITS MUST BE SIGNED AND NOTARIZED.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000006451
Letter Number: 700A00007242

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
HEALTHPLEX LEARNING CENTER, INC.
A CORPORATION NOT FOR PROFIT**

The undersigned does hereby execute these Articles of Incorporation for the purposes of forming a not for profit corporation pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Healthplex Learning Center, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is 1201 North Flagler Drive, West Palm Beach, Florida 33407.

**ARTICLE III
DURATION**

The period of duration of this Corporation is perpetual, unless dissolved according to law.
Corporate existence shall commence upon the filing of these Articles of Incorporation.

Gary N. Gerson, Esq. (FL Bar No. 251771)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

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ARTICLE IV**PURPOSES**

The specific and primary purposes for which the Corporation is formed are:

(a) For the advancement of charitable, educational and scientific purposes, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

(b) To operate and manage a health educational facility and a research library for medical personnel.

(c) To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V**MEMBERSHIP**

The Corporation shall have no members and shall not issue stock.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The street address and city of the initial registered agent of the Corporation is 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401 and the name of the registered agent at such address is Gary N. Gerson.

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ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of at least three (3) members who shall initially be those persons named by resolution adopted by the Corporation and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the Bylaws. The number of Directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this corporation.

ARTICLE IX
EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III hereof.

(B) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X

DEDICATION OF ASSETS

No part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

ARTICLE XI

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization

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or organizations organized and operated exclusively for charitable, educational, or social service purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XIII

INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

Gary N. Gerson
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

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The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 10th day of February, 2000.



Gary N. Gerson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Gary N. Gerson, Registered Agent

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