

TRANSMITTAL LETTER

N010000001940

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

SUBJECT: FSU.com / CENTRAL FLORIDA INC.
(Proposed corporate name - must include suffix)

600003887546--8
-03/20/01--01001--007
****175.00 *****87.50

Enclosed is 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: FRED R. DUDLEY
Name (Printed or typed)

301 S. BRONOVIA STREET #200
Address

TALLAHASSEE, FL. 32301
City, State & Zip

(850) 222-3477
Daytime Telephone number

FILED
01 MAR 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OK
KB

SMITH MAR 20 2001

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

✓

FILED
01 MAR 19 AM 8:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
FSU.COM/CENTRAL FLORIDA, INC.

The undersigned incorporator(s) of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation.

Article I
Name:

The name of this corporation is **FSU.COM/CENTRAL FLORIDA, INC.**

Article II
Purposes:

The purposes and objects of the corporation are to seek affiliation with various health care providers and facilities in the Central Florida area, as authorized and directed by Section 240.2997(5), Florida Statutes, in order to provide broad-based clinical instruction for students enrolled in community-based medical education programs at The Florida State University, College of Medicine.

The corporation is organized and shall be operated to advocate and support The Florida State University, College of Medicine's educational programs and to enhance existing health related educational programs in the communities of Central Florida.

Article III
Member:

Membership in this corporation shall be limited to The Florida State University, a political corporate body existing under the laws of the State of Florida.

Article IV
Initial Registered Office And Agent:

The street address of the initial registered office of the corporation is The Florida State University, 220 Westcott Building, Tallahassee, Florida 32306-1470. The name of the initial registered agent at such office is Richard C. McFarlain.

Article V
Incorporator:

The name and residence of the incorporator of this corporation is The Florida State University, 220 Westcott Building, Tallahassee, Florida 32306-1470.

Article VI
Directors:

The directors of this corporation shall consist of no less than three (3), and no more than fifteen (15), individuals to be appointed by, and serve at the pleasure of, the Dean of The Florida State University, College of Medicine, in accordance with the terms and provisions of the Bylaws. The initial board of directors shall consist of those individuals who are duly serving in the following capacities: Assistant Dean of the Central Florida region; Associate Dean for Clinical Affairs; and the Director of Community Clinical Relations.

Article VII
Bylaws:

Bylaws regulating operation of the corporation may be adopted and amended from time to time by the Member.

Article VIII
Amendments:

These articles of incorporation may be amended from time to time by the Member.

Article IX
Dissolution:

This corporation may be dissolved at any time with the written consent of the Member. Upon dissolution, the assets of the corporation shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation has been organized.

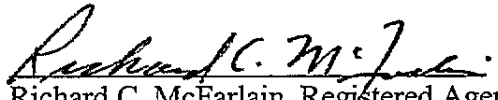
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on the 19 day of March, 2001.

The Florida State University, Incorporator


By: Talbot D'Alemberte, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as the registered agent of the corporation, does hereby accept said designation.


Richard C. McFarlain, Registered Agent

This document has been prepared and approved as to form by:
Fred R. Dudley, Esq.
Akerman, Senterfitt & Eidson, P.A.
Attorneys at Law
301 S. Bronough Street #200
Tallahassee, Florida 32301

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TALLAHASSEE FLORIDA