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November 7, 2001

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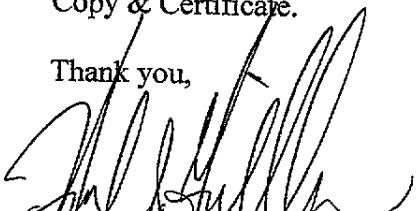
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: The HIPAA Compliance Institute of America, Inc.

Dear Sir or Madam:

Enclosed is an original and one (2) copies of the Articles of Incorporation for the above named corporation and a check for \$87.50 to cover the costs of the Filing Fee, Certified Copy & Certificate.

Thank you,


Noel J. Guillama
5201 Blue Lagoon Drive
Suite 959
Miami, Florida 33126
305-629-3630

P. GROSSMAN NOV 8 2001

**ARTICLES OF INCORPORATION
OF
THE HIPAA COMPLIANCE INSTITUTE OF AMERICA, INC.**

The undersigned, acting as Incorporator, intends to form a not for profit corporation pursuant to Chapter 617 of the Florida Statutes, and as such sets forth the following:

**ARTICLE I
(NAME OF CORPORATION)**

The name of the corporation shall be The HIPAA Compliance Institute of America, Inc.

**ARTICLE II
(PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS)**

The principal place of business and mailing address of the corporation is 5201 Blue Lagoon Drive, Suite 959, Miami, Florida 33126.

**ARTICLE III
(PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED)**

This corporation not for profit, organized under Chapter 617 Florida Statutes, is organized for the purposes of promoting and undertaking educational activities within the health care industry which would qualify it for exemption from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code. No part of the earnings of the corporation shall inure to the benefit of any member, director, officer or other private person. However, 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 set forth herein. No substantial part of the activities of the corporation shall be to propagandize or otherwise attempt to influence legislation, except when permitted by the Internal Revenue Code.

**ARTICLE IV
(DURATION OF CORPORATION)**

This corporation shall have perpetual existence unless sooner dissolved or terminated pursuant to law.

**ARTICLE V
(QUALIFICATION FOR MEMBERSHIP AND MANNER OF ADMISSION)**

Membership in this corporation is open to all individuals, associations, societies, agencies (governmental or private), corporations, partnerships, or institutions of higher learning that have an interest in the purposes of the corporation.

**ARTICLE VI
(INITIAL BOARD OF DIRECTORS)**

The initial Board of Directors shall be comprised of three (3) persons, who are as follows:

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01 NOV -8 AM 11:35

1. Noel J. Guillama, 1702 Terrace Drive East, Lake Worth, FL 33460
2. David Jesse, 27876 Belgrave Road, Pepper Pike, Ohio 44124.
3. Gregg Steinberg, 536 Charlemagne Drive, Northbrook, IL 60062.

At the first meeting of the initial Board of Directors, the initial directors shall elect by a two thirds majority vote the regular Board of Directors, at which time the corporate officers will be elected. There shall always be a minimum of three (3) directors and the Board of Directors is authorized to fix by resolution the exact number of directors from time to time.

ARTICLE VII (MANNER OF ELECTION OF DIRECTORS)

The manner of election of Board members and their terms shall be set forth in the Bylaws.

ARTICLE VIII (BYLAWS)

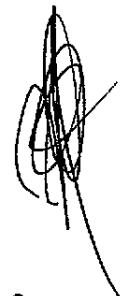
The Bylaws of this corporation may be created, amended, and/or rescinded by a two thirds majority vote of all of the Directors at any regular or special meeting called for that purpose.

ARTICLE IX (DISSOLUTION)

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively in accordance with the purposes of the corporation or to such other organization(s) which are organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purpose.

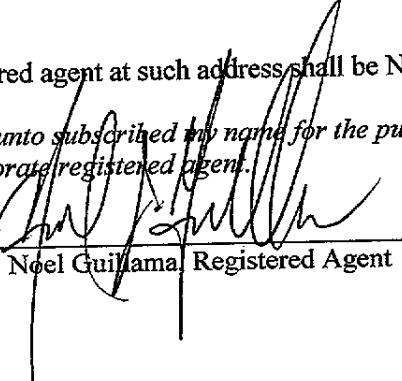
ARTICLE X (REGISTERED OFFICE AND AGENT)

The address of the corporation's initial registered office shall be 5201 Blue Lagoon Drive, Suite 959, Miami, Florida 33126. The Board of Directors may change such office at any time without amendment of these Articles of Incorporation.



The corporation's initial registered agent at such address shall be Noel Guillama.

In witness whereof, I have hereunto subscribed my name for the purpose of acknowledging and accepting appointment as corporate registered agent.


Noel Guillama, Registered Agent

STATE OF FLORIDA
COUNTY OF Palm Beach

Sworn to and subscribed to before me this 7 day of November, 2001 by Noel J. Guillama,
Registered Agent of The HIPAA Compliance Institute of America, Inc.

[SEAL]


Notary Public
Judith Ann Cleary
My Commission CC994635
Expires January 18, 2005

My commission expires _____.

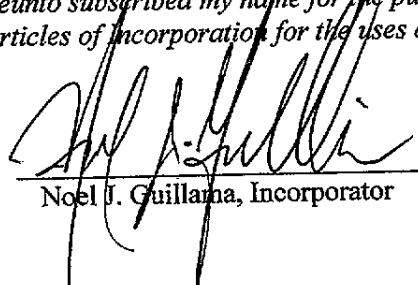
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ARTICLE XI (INCORPORATOR)

The Incorporator of the corporation is Noel Guillama, whose address is 5201 Blue Lagoon Drive,
Suite 959, Miami, Florida 33126, the same address as the corporation's initial place of business.

*In witness whereof, I have hereunto subscribed my name for the purpose of acknowledging that I
have executed the foregoing Articles of incorporation for the uses and purposes stated therein
freely and voluntarily.*


Noel J. Guillama, Incorporator

STATE OF FLORIDA
COUNTY OF Palm Beach

Sworn to and subscribed to before me this 7th day of November, 2001, by Noel J. Guillama,
Incorporator of The HIPAA Compliance Institute of America, Inc.

[SEAL]


Notary Public
Judith Ann Cleary
My Commission CC994635
Expires January 18, 2005

My commission expires _____.