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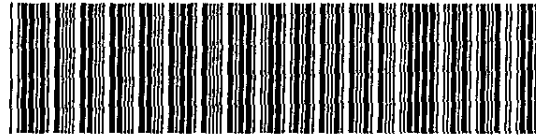
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UNIVERSITY OF
SOUTH FLORIDA

February 4, 2005

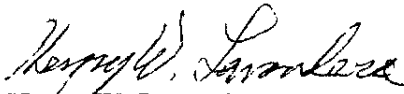
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: USF Health Professions Conferencing Corporation

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75), representing the filing fee and the return of a certified copy of the Articles.

Should there be any questions, please contact me at the address or telephone number shown below.

Sincerely,



Henry W. Lavandera
Associate General Counsel

HWL/cs

enclosures

05020303.HWL

**ARTICLES OF INCORPORATION
OF
USF HEALTH PROFESSIONS CONFERENCING CORPORATION**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is USF HEALTH PROFESSIONS CONFERENCING CORPORATION.

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

The address of the Corporation's principal office is 12901 Bruce B, Downs Boulevard, MDC2, Tampa, Florida 33612 .

**ARTICLE III
PURPOSES**

The specific purposes for which this Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, religion, sex or national origin;

(c) To be organized and operated solely as a direct-support organization for the University of South Florida (the "University"), as defined in Section 1004.28 of the Florida Statutes, as may be amended or supplemented;

(d) To receive, hold, invest and administer property and to make expenditures to or for the exclusive benefit of the University, a member of the state university system of the State of Florida;

(e) To carry out its functions such that no substantial part of the Corporation's activities 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

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or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;

(f) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code; and

(g) In order to further the purposes described above, to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE IV POWERS

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon certification as a direct support organization by the University's Board of Trustees (the "Board of Trustees"), the Corporation shall be authorized to use the property, facilities and personal services of the University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the University. The Corporation further shall be authorized to issue revenue bonds, certificates of participation or other forms of indebtedness upon approval of the Board of Trustees and in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the University.

ARTICLE V DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least five but no more than seven members of the Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these

Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of this Corporation.

ARTICLE VI DISSOLUTION

In the event of dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the Board of Trustees of the University, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to the Board of Trustees, or if such organization has ceased to exist, to the University, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Steven D. Prevaux, General Counsel, University of South Florida, 4202 East Fowler Avenue, ADM 250, Tampa, Florida 33620-6250.

ARTICLE IX INCORPORATOR

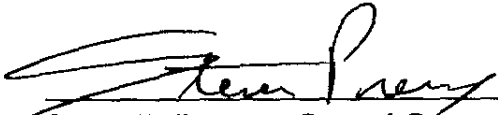
The name and street address of the incorporator for these Articles of Incorporation are Steven D. Prevaux, General Counsel, University of South Florida, 4202 East Fowler Avenue, ADM 250, Tampa, Florida 33620-6250.

**ARTICLE X
INDEMNIFICATION**

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

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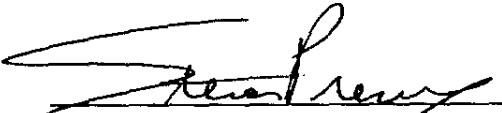
IN WITNESS WHEREOF, I have set my hand and seal this 3RD day of February 2005.


Steven D. Prevaux, General Counsel

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of USF HEALTH PROFESSIONS CONFERENCING CORPORATION, I hereby accept and agree to act in this capacity.

Dated: February 3rd, 2005.


Steven D. Prevaux, General Counsel

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