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11-4-2002

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C.F. 3-21

HOWARD A. CAPLAN

Attorney, P.A.

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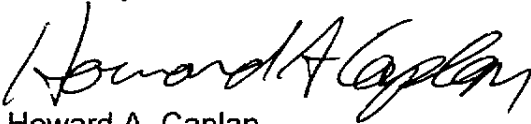
March 3, 2006

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed are a Certificate of Domestication and Articles of Incorporation of American College of Clinicians, Inc. Also, enclosed are two Certificates of Account Status from the Texas Comptroller of Public Accounts and a Certification from the Office of the Secretary of State of the State of Texas. All of the documents from the State of Texas are the originals received by either my client or me. My reason for sending the three Texas documents is because, unlike similar documents from the State of Florida, these documents do not appear to be originals. Nevertheless, they are the original documents received from the various Texas agencies.

Sincerely,



Howard A. Caplan

HAC/mt
enclosures

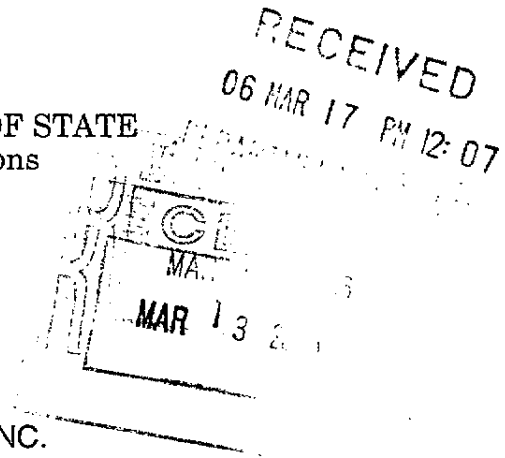


FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2006

HOWARD A. CAPLAN, ATTORNEY, P.A.
6260 DUPONT STATION CT., STE. C
JACKSONVILLE, FL 32217

SUBJECT: AMERICAN COLLEGE OF CLINICIANS, INC.
Ref. Number: W06000011382



We have received your document for AMERICAN COLLEGE OF CLINICIANS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 606A00016342

HOWARD A. CAPLAN

Attorney, P.A.

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Tennessee

March 15, 2006

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: American College of Clinicians, Inc.
Reference Number: W06000011382

Dear Sir or Madam:

Enclosed is the revised Articles of Incorporation of American College of Clinicians, Inc.
along with Ms. Carolyn Lewis's letter of March 9, 2006, with originals attached.

Sincerely,


Howard A. Caplan

HAC/mt
enclosures

HOWARD A. CAPLAN
Attorney, P.A.

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Jacksonville, Florida 32217
(904) 256-3333
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Tennessee

March 15, 2006

Carolyn Lewis
Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: American College of Clinicians, Inc.
Reference Number: W06000011382

Dear Ms. Lewis:

Enclosed is the check that we discussed on Friday, March 17, 2006.

Sincerely,



Howard A. Caplan


HAC/mt
enclosures

**CERTIFICATE OF DOMESTICATION OF
AMERICAN COLLEGE OF CLINICIANS, INC.**

The undersigned, David Mittman, Director and Treasurer, American College of Clinicians, Inc., a foreign Corporation, in accordance with F. S., 617.1803 does hereby certify:

1. The date on which the corporation was first formed was November 4, 2002.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was the State of Texas.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was American College of Clinicians, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s.617.0202 and 617.0401 with this certificate is American College of Clinicians, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Texas.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am a Director and the Treasurer of American College of Clinicians, Inc. and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 26th day of February, 2006.


David Mittman, Treasurer

EFFECTIVE DATE
11-4-2002

FILED
06 MAR 21 PM 8:15
SECRETARY OF STATE
TREASURER

ARTICLES OF INCORPORATION
OF
AMERICAN COLLEGE OF CLINICIANS, INC.

FILED
06 MAR 21 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the domestication of a not for profit corporation under the Not For Profit Corporations Act and other laws of the State of Florida.

EFFECTIVE DATE
11-4-2002

ARTICLE I

The name of the Corporation is American College of Clinicians, Inc.

ARTICLE II

The principal office of the Corporation initially will be at 4267 NW Federal Highway, PMB 155, Jensen Beach, Florida 34957. The principal office may be moved to any address that the Board of Directors shall choose, provided however that the principal office shall be in the State of Florida.

ARTICLE III

The Corporation is a non-profit professional corporation. The purpose of this Corporation is to engage in any lawful act or activity in the furtherance of providing educational, employment, practice management, professional services, and other resources to and for the benefit of nurse practitioners, physician assistants, and physician associates.

ARTICLE IV

Membership in the Corporation shall consist of Fellows, Affiliates, Students, and Honorary members.

ARTICLE V

Section 1: The government of the Corporation will be vested in the Board of

Directors consisting of the current president, president-elect, secretary, treasurer, and a minimum of ten (10) directors-at-large.

Section 2: The initial number of Directors of the Corporation will be fourteen (14). The number of Directors may be changed by Bylaws adopted by the Members, provided however that the number of Directors shall never be less than ten (10). The method of election of Directors and Officers is stated in the Bylaws of the Corporation.

ARTICLE VI

Section 1: The vice-president and president-elect will be elected annually to serve a one (1) year term. The secretary, treasurer, and one-half (½) of the directors-at-large will be elected in odd numbered years, with the remaining directors-at-large elected in even numbered years. Both directors-at-large and the secretary and treasurer will serve two (2) year terms. The vice-president will serve a one (1) year term, followed by a one (1) year term as president, followed by a one (1) year term as Immediate Past President.

Section 2: The Board of Directors shall have responsibility for all property and all financial affairs of the Corporation, including the right to set membership dues amounts and special assessments. The Board of Directors shall perform such other duties as are prescribed by law governing Boards of Directors of not for profit corporations, and as prescribed in the Bylaws.

Section 3: There shall be an Advisory Board, which will consist of fifteen (15) Graduate Nurse Practitioners and fifteen (15) Graduate Physician Assistance/Associates. The Advisory Board members shall be non-binding voting members, whose functions and duties are to serve as consultants and advisors to the Board of Directors on an *ad hoc* basis.

Section 4: All Board of Director decisions shall be by a majority vote of the voting directors. The Immediate Past President shall cast the deciding vote in the case of a tie. In the absence of an Immediate Past President, the Executive Director shall vote in the case of a tie.

ARTICLE V

Section 1: To qualify as a member in good standing requires current dues payment in full and adherence to the Articles of Incorporation and Bylaws.

Section 2: The presence of more than fifty percent (50%) of the membership at the annual business meeting shall constitute a quorum.

ARTICLE VI

Section 1: The Bylaws of the Corporation maybe amended by a two-thirds (2/3) majority of votes cast by eligible members present at an annual business meeting.

Section 2: The Bylaws of the Corporation maybe amended by a majority of votes cast by eligible members provided that written notice of proposed amendments shall have been mailed to members not less than thirty (30) days prior to such vote. To be counted, ballots shall have been received by mail, email, or facsimile at the office of the Corporation, or other designated location, within thirty (30) days of the initial mailing of the respective ballots.

Section 3: A revised set of Bylaws may be proposed to replace any or all of the existing Bylaws provided said Bylaws are adopted by a two-thirds (2/3) majority vote of the Board of Directors. The requirement for adoption of revised Bylaws is the same as for an amendment.

Section 4: These Articles of Incorporation maybe amended by a majority of votes

cast by eligible members, provided notice of the proposed amendment(s) shall have been adopted by the Board of Directors and duly submitted to the members. The proposed amendment(s) shall be provided to the members at least thirty (30) days prior to such vote. To be counted, ballots shall have been received by mail, email, or facsimile at the office of the Corporation, or other designated location, within thirty (30) days of the initial mailing of the respective ballots.

ARTICLE V

The registered office will be and the registered agent at that same address are:

Agent

Howard A. Caplan, Attorney, P.A.

Registered Office Address

6260 Dupont Station Court, Suite C.
Jacksonville, FL 32217

ARTICLE VI

The name and address of the incorporator and person signing these Articles of Incorporation are: Howard A. Caplan, 6260 Dupont Station Court, Suite C., Jacksonville, FL 32217.

ARTICLE VII

This Corporation will exist perpetually.

ARTICLE VIII

The Corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments,

counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his or her own negligence or misconduct in the performance of his or her duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the Corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14th day of March, 2006.


Howard A. Caplan

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Howard A. Caplan, Attorney, P.A., by and through the undersigned, acknowledges and accepts the office of Registered Agent for the American College of Clinicians, Inc. The registered office of the American College of Clinicians, Inc. is 6260 Dupont Station Court, Suite C, Jacksonville, Florida 32217.

Dated this 14th day of March, 2006.

HOWARD A. CAPLAN, ATTORNEY, P.A.


Howard A. Caplan President

FILED
06 MAR 21 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA