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International Medical Travel Association (Americas)

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ARTICLES OF INCORPORATION

OF

INTERNATIONAL MEDICAL TRAVEL ASSOCIATION (AMERICAS) INC. (a corporation not for profit)

Article I. Name

The name of this corporation is International Medical Travel Association (Americas) Inc. (the "Corporation").

Article II. Principal Office

The principal place of business and mailing address of the Corporation is:

1010 Seminole Drive
Suite 811
Fort Lauderdale, Florida 33304

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Article III. Enabling Law

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article IV. Purpose

A. This Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically: (i) the Corporation is an alliance of businesses involved in medical travel or that provide medical care or support services to medical travelers and that shall promote the Members' common business interests in enhancing and supporting a sustainable medical travel industry for the benefit of improving international and domestic patient care; and, (ii) the Corporation may conduct any activity or provide any service consistent with a business league

defined in Code section 501(c)(6) and the regulations thereunder, including but not limited to providing: (A) a forum in which the Members can share amongst themselves and with the general public information and knowledge relating to the medical travel industry; (B) a "clearinghouse" whereby Members and the general public may obtain information regarding medical travel related issues; and (C) opportunities and seminars and meetings for the Members to present to the general public information and knowledge relating to the medical travel industry.

B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, 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 tax exempt purposes set forth herein.

C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code, or (ii) by a corporation organized under Section 170(e)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

D.. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in connection with any permitted or lawful purpose.

Article VII. Initial Board of Directors

The Corporation shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the directors shall be in accordance with the Bylaws, except that the term for the initial members shall be for a period of three (3) years. The names and post office address of the initial members of the first Board of Directors who shall serve until their successors are elected are:

Steven R. Gerst, M.D.
1010 Seminole Drive
Suite 811
Fort Lauderdale, Florida 33304

John Linss
3655 Brookside Parkway
Building 2, Suite 400
Alpharetta, GA 30022

George R. Brickley II
8917 Tresco Road
Richmond, VA 23229

David Boucher, M.P.H., FACHE
AF-324, I-20 Alpine Road
Columbia, SC 21219

Article VIII. Incorporator

The name and address of the Incorporator of this Corporation is:

Name
Steven R Gerst, M.D.

Address
1010 Seminole Drive
Suite 811
Fort Lauderdale, Florida 33304

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Article IX. Registered Office and Agent

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

Osvaldo F. Torres, Esq.
Adorno & Yoss LLP.
2525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Article X. Mailing Address


The mailing address of the corporation is:

1010 Seminole Drive
Suite 811
Fort Lauderdale, Florida 33304

Article XI. Bylaws

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Dated: January 7, 2009

By: 
Name: Steven R. Gerst, M.D.
Title: Incorporator

