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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

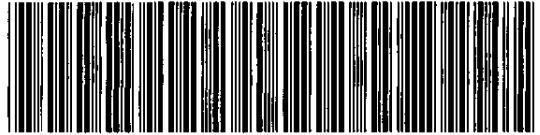
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DECEMBER 9, 2009

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December 4, 2009

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

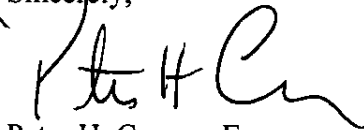
RE: WHYHEALTHCARE FOUNDATION, INC.

Dear Sir or Madam:

I have enclosed a check for registering the above-referenced not for profit corporation.

If you have any questions, feel free to call me.

Sincerely,



Peter H. Carney, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WHYHEALTHCARE FOUNDATION, INC.
a not-for-profit corporation

THE UNDERSIGNED, who is eighteen (18) years or older, acting as the Incorporator of a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes, hereby adopts and certifies the following Articles of Incorporation:

FIRST: The name of the corporation is WHYHEALTHCARE FOUNDATION, INC.

SECOND: The corporation shall be operated exclusively for charitable, literary and educational purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

Notwithstanding any other provisions of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In furtherance of its corporation purposes, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

THIRD: The purposes for which this Corporation is formed, are as follows, to wit: to engage in any lawful act or activity for which a non-stock, not-for-profit corporation may be organized under the laws of the State of Florida, and, without limiting the generality of the foregoing, to acquire by gift, devise, bequest or otherwise, and administer a fund or funds of, real or personal property, or both, of every kind and, subject to the restrictions and limitations hereunder set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, religious, scientific or literary purposes, all within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code").

Without limiting the generality of the foregoing, the Corporation's primary purpose is to raise funds and support educational programs, attract educators, promote healthcare occupation to persons of all ages and assist workers from other industries to the healthcare employment market. The United States is in the midst of a shortage of medical care providers and educators that is expected to intensify as baby boomers age and the need for health care grows. The WHYHEALTHCARE FOUNDATION, INC. mission is to provide a central place in assisting displaced workers from other industries with the opportunity, the requisite education, and tools needed to enter the healthcare employment market, to offer programs to healthcare providers that will assist in locating potential staff and to assist in bolstering the ranks of clinical educators.

FOURTH: The address of the principal office of the corporation within the State of Florida is: 901 George Bush Blvd., Delray Beach, FL 33483

FIFTH: The name and address of the registered agent of the Corporation is as follows:

Peter H. Carney
901 George Bush Blvd.
Delray Beach, FL 33483

SIXTH: The Corporation has no authority to issue capital stock.

SEVENTH: The number of directors constituting the initial Board of Directors shall be three (3). The names of the directors who are to serve until the first annual meeting and until their successors are elected and qualified are:

Peter H. Carney, Esq.
Michael Onett
Dr. Daniel C. Carney, D.O.
Jay Berman
Sophie Berman

EIGHTH: No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the code in any corresponding laws of the State of Florida), and the Corporation shall not participate or intervene in (including the publishing or distribution of statements concerning) any political on behalf of (or in opposition to) any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors trustees must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code), from retaining excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section of 4943 of the Code from making any investments or otherwise acquiring other assets in such manner so as to subject the Corporation to tax under section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

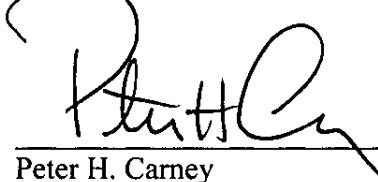
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2).

NINTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

TENTH: To the fullest extent permitted by the Florida General Corporation Law, as now in effect or as hereafter may be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages, provided however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledges that these Articles of Incorporation are his Act and that to the best of his knowledge, information and belief, and under penalties of perjury, the matters and facts set forth herein are true in all material respects.

INCORPORATOR:


Peter H. Carney
901 George Bush Blvd.
Delray Beach, FL 33483

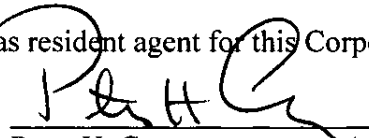
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TALLAHASSEE, FLORIDA

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Date: 12/4/09

I consent to my designation in this document as resident agent for this Corporation.


Peter H. Carney