

01/31/96

13:18

GUNSTER YOKLEY

002

NA600000554

1/31/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

1:00 PM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT.

TYPE: EFILED
CORPORATE NAME: THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.

SUB-ACCOUNT NUMBER,
METHOD OF DELIVERY, F
FAX PHONE NUMBER, (407)855-5677
MAILING NAME/ADDRESS, GUNSTER, YOKLEY, ETAL. (WEST PALM BEACH)
777 B FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-0104 UB

CERTIFICATE(S) REQUESTED, NO
ESTIMATED CHARGES, \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

1/31/96

FLORIDA DIVISION OF CORPORATIONS
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1:00 PM

(((H96000001498)))

ELECTRONIC FILING COVER SHEET

TO, DIVISION OF CORPORATIONS FROM, GUNSTER, YOKLEY, ETAL. (WEST PALM B
DEPARTMENT OF STATE 777 B FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
403 EAST GAINES STREET WEST PALM BEACH FL 33401-0104
TALLAHASSEE, FL 32399 CONTACT, MARY BLACKFORD CHERRY
FAX, (804) 822-4000 PHONE, (407) 850-0728
FAX, (407) 855-5677

(((H96000001498)))

DOCUMENT TYPE, FLORIDA NON-PROFIT CORPORATION

NAME, THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.

FAX AUDIT NUMBER, H96000001498 CURRENT STATUS, REQUESTED

DATE REQUESTED, 01/31/1996 TIME REQUESTED, 13:00:29

CERTIFIED COPIES, 1 CERTIFICATE OF STATUS, 0

NUMBER OF PAGES, 5 METHOD OF DELIVERY, FAX

ESTIMATED CHARGE, \$122.50 ACCOUNT NUMBER, 076117000420

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000001498)))

•• ENTER 'N' FOR MENU. ••
ENTER SELECTION AND <CR>.

FILED
95 JAN 31 PM 4:09
TALLAHASSEE, FLORIDA

96 JAN 31 PM 2:25
RECEIVED

H9600001496

ARTICLES OF INCORPORATION
OF
THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.
(A Corporation Not for Profit)

The undersigned does hereby execute these Articles of Incorporation for the purposes of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.

Article I

Name

The name of the corporation is **The Continuing Medical Education Association, Inc.**

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The object and purpose of this corporation shall be to educate the public of medical topics through the television media, and all objects and purposes incidental thereto.

Article IV

Address

The principal place of business and mailing address of this corporation shall be:

370 West Camino Gardens Boulevard
 Third Floor
 Boca Raton, FL 33432

FILED
 95 JAN 31 PM 4:08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

David G. Bates, Esq. FL BAR NO. 935451
 Gunstar, Yoakley, Valdes-Fauli & Stewart, P.A.
 777 South Flagler Drive
 Suite 500 East
 West Palm Beach, FL 33401
 (407) 655-1980

H9600001496

H96000001496

Article V**Capital Stock**

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article VI**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 370 West Camino Gardens Boulevard, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at the address is Mark Kielar. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII**Incorporator**

The name and address of the person signing these Articles is:

David G. Bates
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

Article VIII**Members and Board of Directors**

The qualifications for members and the manner in which the members are to be admitted shall be as provided in the Bylaws. The manner in which the Directors are to be elected shall be as provided in the Bylaws.

H96000001496

Article IX**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not for Profit Corporation Act (currently, Section 617.0831 of the Florida Statutes) and Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its Officers and Directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an Officer, Director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

H96000001496

Article X**Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto by a majority of the Board of Directors.

Article XI**Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by the Board of Directors, as provided in the Bylaws.

DATED: January 31, 1996

David G. Bates

David G. Bates
Incorporator

H96000001496

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Continuing Medical Education Association, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Mark Kielar

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95 JUN 31 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS 10:28 AM
PUBLIC ACCESS SYSTEM

(((H96000006978))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YOAKLEY, ETAL. (WEST
PALM B

DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
409 EAST GAINES STREET WEST PALM BEACH FL 33401-6194
TALLAHASSEE, FL 32399 CONTACT: MARY BLACKFORD CHERRY
FAX: (904) 922-4000 PHONE: (407) 650-0728

(((H96000006978))) FAX: (407) 655-5677
DOCUMENT TYPE: BASIC AMENDMENT
NAME: THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.
FAX AUDIT NUMBER: H96000006978 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/17/1996 TIME REQUESTED: 10:28:29
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 076117000420

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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

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95 MAY 17 AM 11:12
DIVISION OF CORPORATIONS

*Corporations
Funder*

FILED
95 MAY 17 PM 1:50
SECRETARY
TALLAHASSEE

GUNSTER, YOAKLEY, VALDES-PAULI & STEWART, P.A.
ATTORNEYS AT LAW
PHILLIPS POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980
TELECOPY (407) 655-8677

OTHER OFFICES IN:
MIAMI, FL (305) 376-6000
FT. LAUDERDALE, FL (305) 462-2000
PALM BEACH, FL (407) 655-1980
STUART, FL (407) 288-1980
TALLAHASSEE, FL (904) 222-6660
VERO BEACH, FL (407) 234-1040

FAX TRANSMITTAL FORM

DATE: May 17, 1996
TO: Florida Division of Corporations
FIRM:
CITY, STATE: Tallahassee, FL
FAX #: 904 922-4000
PHONE #: 904 497-6926
FROM: Rose Carbone PHONE #: (407) 650-0726
ORIGINAL FOLLOWS: no

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE)..... 7
PLEASE CALL IMMEDIATELY IF ALL PAGES ARE NOT RECEIVED

MESSAGE:

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CLIENT/MATTER#: 92574-T 13429.030

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FILED
MAY 17 PM 1:50
STATE OF FLORIDA

**CERTIFICATE OF
AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.**

THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC., a Florida not for profit corporation, hereby certifies, pursuant to and in accordance with Sections 617.1002 and 617.1007, Florida Statutes, for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the corporation filing these Amended and Restated Articles of Incorporation is **THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.**

2. The foregoing Amended and Restated Articles of Incorporation contain certain amendments to the corporation's Articles of Incorporation which, pursuant to Section 617.1002, Florida Statutes, do not require member approval. The Amended and Restated Articles of Incorporation were unanimously adopted and approved on May 16, 1996, by all members of the corporation's Board of Directors, such action being sufficient for approval of such amendments as of such date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 16th day of May, 1996.

**THE CONTINUING MEDICAL
EDUCATION ASSOCIATION, INC.**

By: 
Mark Kleier, President/Secretary

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26 MAY 17 PM 1:50
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC.**

Pursuant to Sections 617.1002 and 617.1007, Florida Statutes, the Articles of Incorporation of THE CONTINUING MEDICAL EDUCATION ASSOCIATION, INC., a Florida not for profit corporation, are hereby amended and restated in their entirety as follows:

**Article I
Name**

The name of the corporation is The Continuing Medical Education Association, Inc.

**Article II
Duration**

The corporation shall have perpetual existence.

**Article III
Purpose**

A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

**Article IV
Address**

The principal place of business and mailing address of this corporation shall be:

370 West Camino Gardens Boulevard
Third Floor
Boca Raton, FL 33432

David G. Bates, Esq. (FL Bar No. 0935451)
Gunstar, Yoakley, Valdes-Pauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401
(407) 655-1980

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Article V
Capital Stock

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article VI
Registered Office and Agent

The street address of the registered office of this corporation is 370 West Camino Gardens Boulevard, Boca Raton, Florida 33432, which is located in Palm Beach County, Florida, and the name of the registered agent of this corporation at such address is Mark Klelar.

Article VII
Members and Board of Directors

The qualifications for members and the manner in which the members are to be admitted shall be as provided in the Bylaws. The manner in which the Directors are to be elected shall be as provided in the Bylaws. The corporation shall have at least three (3) Directors.

Article VIII
Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not for Profit Corporation Act (currently, Section 617.0831 of the Florida Statutes) and Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its Officers and Directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an Officer, Director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise. The indemnification provided herein shall continue as

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to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article IX
Amendment to Articles of Incorporation

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto by a majority of the Board of Directors.

Article X
Not Earning

No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, board of directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation 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 or distribution of statements) of any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions of which are deductible under Section 170(c)(3) of the Code.

Article XI
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 in accordance with Section 617 of the Florida Statutes, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific 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. Any such assets not so disposed of shall be disposed by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

05/17/00 FRI 10:50 FAX 861 658 8077

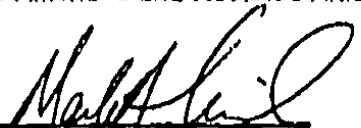
GUNSTER YOAKLEY VALDES P

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organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation, for the purpose of amending and restating the corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation, this 16th day of May, 1998.


Mark Kielar, President/Secretary

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