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ADAM R. SCHIFFMAN, P.A.

ATTORNEYS AT LAW

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ADAM R. SCHIFFMAN

May 5, 2000

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

RE: HEALTHCARE ACCREDITATION AND EDUCATION SERVICES, INC.

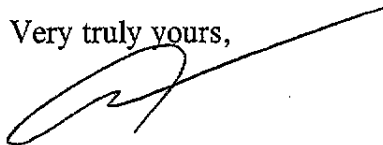
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for HEALTHCARE ACCREDITATION AND EDUCATION SERVICES, INC..

Enclosed also is my client's check in the amount of \$78.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned, using the enclosed self-addressed envelope, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

ARS:sk
encls.

EFFECTIVE DATE
25-05-00

FILED
00 MAY -8 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 11 2000

ARTICLES OF INCORPORATION
OF
HEALTHCARE ACCREDITATION AND EDUCATION SERVICES, INC.

FILED
00 MAY -8 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

HEALTHCARE ACCREDITATION AND EDUCATION SERVICES, INC.

The Corporation's address is:

731 S.W. 94th Terrace
Pembroke Pines, Florida 33025

ARTICLE II

DURATION

EFFECTIVE DATE
05-05-00

The corporation shall commence its existence on May 5, 2000, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Kenya J. Rosado
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VI

INCORPORATOR

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

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

ESTHER DOIMEADIOS
731 S.W. 94th Terrace
Pembroke Pines, Florida 33025

ARTICLE VIII

INITIAL OFFICERS

The name, address and office of the initial Officers of the corporation are:

ESTHER DOIMEADIOS
731 S.W. 94th Terrace
Pembroke Pines, Florida 33025
President/Treasurer/Secretary

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of May, 2000.



ADAM R. SCHIFFMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of her duties.

DATED this 5th day of May, 2000.



KENYA J. ROSADO

STATE OF FLORIDA :
 : SS.
COUNTY OF MIAMI-DADE :

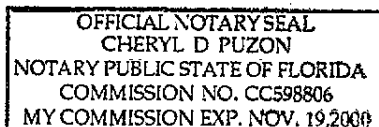
BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of HEALTHCARE ACCREDITATION AND EDUCATION SERVICES, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 5th day of May, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



STATE OF FLORIDA :
 : SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared KENYA J. ROSADO, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of HEALTHCARE ACCREDITATION AND EDUCATION SERVICES, INC., and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 5th day of May, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

