

FROM

(FRI) 7. 21' 00 15:09/ST. 15:08/NO. 486333364 P. 1

P000000069924

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000038570 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : FOLEY & LARDNER OF TAMPA

Account Number : 071344001620

Phone : (813) 229-2300

Fax Number : (813) 221-4210

FLORIDA PROFIT CORPORATION OR P.A.

The Center for Medical Education and Research, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 AM 8:08

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight JUL 24 2000

FROM

(FRI) 7. 21' 00 15:09/ST. 15:08/NO. 4863333364 P 2

((H00000038570 8)))

**ARTICLES OF INCORPORATION
OF**

**THE CENTER FOR MEDICAL EDUCATION AND RESEARCH,
INC.**

THE UNDERSIGNED, acting as the sole incorporator of The Center for Medical Education and Research, Inc. (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is: The Center for Medical Education and Research, Inc.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, of common stock having a par value of \$.001.

ARTICLE IV

Principal Office

The address of the principal office of the Corporation is 501 West Bay Street, Suite 301, Tampa, Florida 33606.

ARTICLE V

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 501 West Bay Street, Suite 301, Tampa, Florida 33606 and the initial registered agent at such address is Daniel J. Casey.

Prepared By:
Marina Chourdas, Esquire
Foley & Lardner
100 N. Tampa St., Suite 2700
Tampa, Florida 33602
(813) 229-2300
FL Bar No.: 0066672

((H00000038570 8)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 AM 8:08

FROM

(FRI) 7. 21' 00 15:10/ST. 15:08/NO. 4863333364 P 3

((H00000038570 8)))

ARTICLE VI

Directors

The initial number of directors of the Corporation shall be four, and the initial directors shall be:

Avery J. Evans, M.D.
Bruce R. Zwiebel, M.D.
James D. Cates, M.D.
Daniel J. Casey

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the Corporation is as follows:
Daniel J. Casey, 501 West Bay Street, Suite 301, Tampa, Florida 33606.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator as of the 28 day of June, 2000.



Daniel J. Casey, Incorporator

((H00000038570 8)))

FROM

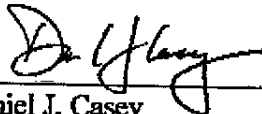
(FRI) 7.21'00 15:10/ST. 15:08/NO. 4863333364 P 4

((H00000038570 8)))

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of The Center for Medical Education and Research, Inc.

DATED: Effective June 28, 2000.



Daniel J. Casey

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 21 AM 8:08

((H00000038570 8)))