



PD0000077058

ACCOUNT NO. : 072100000032

REFERENCE : 798324 149034A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 15, 2000

ORDER TIME : 10:27 AM

ORDER NO. : 798324-005

CUSTOMER NO: 149034A

CUSTOMER: Mr. Jeffrey Sniadanko
Patrick C. Barthet, P.a.

Suite 1800
200 S. Biscayne Boulevard
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 15 PM 1:20

DOMESTIC FILING

NAME: INTERNATIONAL ASSESSMENT
SPECIALISTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

800003357878--4
-08/15/00--01044--019
*****78.75 *****78.75

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
EXAMINER'S INITIALS:

RECEIVED
00 AUG 15 AM 11:26
CLERK OF COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
INTERNATIONAL ASSESSMENT SPECIALISTS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is INTERNATIONAL ASSESSMENT SPECIALISTS, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE/
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 1401 Brickell Avenue, Suite 320, Miami, Florida 33131.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 10,000.

**ARTICLE IV
STREET ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 1401 Brickell Avenue, Suite 320, Miami, Florida 33131. The name of the initial registered agent is Alan Raphael.

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is Alan Raphael, 1401 Brickell Avenue, Suite 320, Miami, Florida 33131.

**ARTICLE VI
DURATION AND PURPOSE**

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

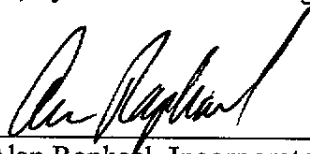
**ARTICLE VII
NAME OF DIRECTOR**

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Alan Raphael, at 1401 Brickell Avenue, Suite 320, Miami, Florida 33131 and Millie Raphael, at 1401 Brickell Avenue, Suite 320, Miami, Florida 33131, shall serve as initial directors.

**ARTICLE VIII
INDEMNIFICATION**

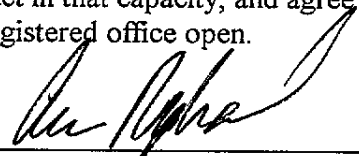
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.



Alan Raphael, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Alan Raphael, Registered Agent