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Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

## UNIVERSITY MEDICAL BOARD REVIEW, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 2, 2001

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SUBJECT: UNIVERSITY MEDICAL BOARD REVIEW, INC.  
REF: W01000002598

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**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY MEDICAL BOARD REVIEW, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent, hereby form a corporation for profit under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be: UNIVERSITY MEDICAL BOARD REVIEW, INC.

**ARTICLE II - NATURE OF BUSINESS**

The main activity of the Corporation shall be those activities related to the name of the Corporation. Also the Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

**ARTICLE III - SHARES OF STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at anytime is 10,000 shares at \$1.00 par value.

**ARTICLE IV - DURATION**

The Corporation is to have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE V - RESIDENT OFFICE AND AGENTS**

The Corporation initial Registered Agent, and his address, are as follows:

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Angel Cordova  
780 N.W. 42 Ave.#416  
Miami, Fl. 33126

**ARTICLE VI - RESIDENT AGENT**

Pursuant to the provisions of Section 49.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

Angel Cordova  
780 N.W. 42 Ave.  
Suite #416  
Miami, Fl. 33126

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two Directors initially. The Board of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

**ARTICLE VIII - INITIAL DIRECTORS**

The name and street address of the members of the first Board of Directors who shall hold office until his successors are elected and qualified, is as follows:

Enrique Fernandez President-Treasurer	351 N.W. LeJeune Rd.#409 Miami, Fl. 33126
Jose D. Suarez Secretary/Vice President Vice Treasurer	Same

**ARTICLE IX - INCORPORATOR**

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

Enrique Fernandez	351 N.W. LeJeune Rd.#409 Miami, Florida, 33126
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#### ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and to create, define, limit and regulate the powers of the Corporation, and the Shareholders:

A. If the by-laws of the Corporation so provide, any meeting of the Shareholders may be held either within or without the State of Florida, and the books of records of the Corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the Shareholders, unless otherwise provided by Florida Law.

B. No contract or other transaction between the Corporation and one or more of its of the Shareholders, or any other corporation, firm, association or entity in which one or more of its Shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such Shareholder or Shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purposes if:

The fact of such relationship or interest is disclosed or known to the Shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient

for the purpose without counting the votes or consent of such interested Shareholders; or

The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Shareholders.

Such common or interested Shareholders may be counted in determining the presence of a quorum at a meeting of the Shareholders which authorizes, approves or ratifies such contract or transaction.

C. The stock in the Corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the Corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholder agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise, and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses of any nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as the result of the issuance of such new certificate.

E. The Corporation and the holders of a majority or more of the shares of the Corporation shall have the power to enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the Corporation or any part thereof. If at any ti-

me the holders of a majority or more of the shares of the Corporation shall enter into an agreement, restricting or limiting the sale, transfer, assignment, pledge or hyphotecation of the shares or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out on its part the term of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hyphotecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and condition of such agreement provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further, that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

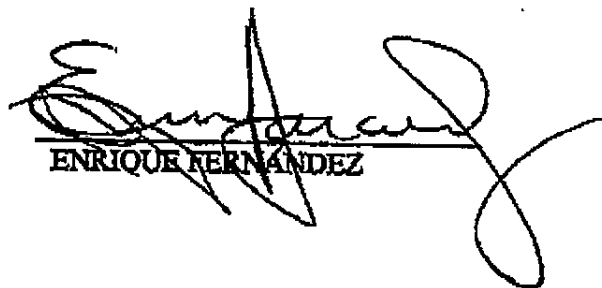
#### ARTICLE XII - PRE-EMPTIVE RIGHT

Every Stockholder shall, on the sale for cash of any new stock of the same class as that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as may be without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation and its mailing address shall be 351 LeJeune Rd. Suite # 409, Miami, Florida 33126.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 31 day of January, 2001.

  
ENRIQUE FERNANDEZ

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Articles of Incorporation-University Medical Board Review, Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
PERSON UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.034, Florida Statutes, the following  
is submitted in compliance with said Act:

UNIVERSITY MEDICAL BOARD REVIEW, INC., desiring to organize  
under the laws of the State of Florida has named ANGEL CORDOVA,  
whose office is located at 780 N.W. 42 Avenue, Miami, Florida 33126 #416  
as its agent to accept service of process within the state.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
Miami, Dade County, Florida, on this 31 day of January, 2001

  
\_\_\_\_\_  
ANGEL CORDOVA,  
Resident Agent

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