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LaVonne T. V. Harmon

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April 4, 2001

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

RE: DEDICATED MEDICAL INSTITUTE, INC.

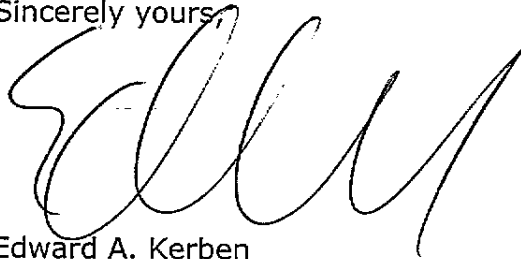
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent Designation	35.00
TOTAL:	<u>\$122.50</u>

Please return the certified copy to this office. Thank you for your attention as to this matter.

Sincerely yours,



Edward A. Kerben

EAK/lh

Enclosures

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01 APR 11 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 16 2001

**ARTICLES OF INCORPORATION
OF
DEDICATED MEDICAL INSTITUTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I—NAME

The name of this corporation is **DEDICATED MEDICAL INSTITUTE, INC.**

ARTICLE II—DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III—PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and a vocational training institute.

ARTICLE IV—CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V—SHAREHOLDER RIGHTS

1. Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

2. All shares issued shall be held as "Joint Tenants with Rights of Survivorship".

ARTICLE VI—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1510 EAST COLONIAL DRIVE, SUITE 300, ORLANDO, FL 32803**, and the name of the initial registered agent of this corporation at that address is **JEAN M. VENORD, 1960 ASPEN RIDGE COURT, OCOEE, FL 34761**.

ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name(s) and address(es) of the initial Board of Directors of the corporation is:

JEAN M. VENORD
1960 ASPEN RIDGE COURT
OCOEE, FL 34761

NADIA R. VENORD
1960 ASPEN RIDGE COURT
OCOEE, FL 34761

JEANNETTE VALENTIN
2165 SORRENTO CIRCLE
WINTER PARK, FL 32792

ARTICLE VIII—INCORPORATORS

The name and address of the Incorporator signing these articles is:

JEAN M. VENORD
1960 ASPEN RIDGE COURT
OCOE, FL 34761

ARTICLE IX—INDEMNIFICATION

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

ARTICLE X—AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3 day of April, 2001.

By: 
Jean M. Venord, Incorporator

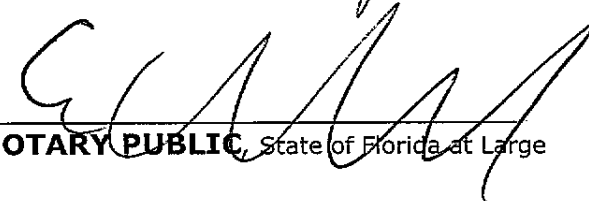
STATE OF FLORIDA:
COUNTY OF ORANGE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **JEAN M. VENORD**, known to be and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3 day of April, 2001.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



Edward A. Kerben
MY COMMISSION # CC957767 EXPIRES
September 19, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, **DEDICATED MEDICAL INSTITUTE, INC.**, a corporation organized under the laws of the State of Florida, has designated the registered agent and office in the Articles of Incorporation herein, and submits the following statement of acceptance by the Registered Agent:

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 3 of April, 2001

By: 
Jean M. Venord
Registered Agent