

PA1000045768

MARTIN YESOWITCH
4345 Ligustrum Drive
Melbourne, FL 32934
321/757-9533

May 1, 2001

Via Overnight Delivery

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800004135858-3
-05/04/01--01027--002
*****78.75 *****78.75

Re: Articles of Incorporation of Florida Healthcare Seminars, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Florida Healthcare Seminars, Inc. to be filed with your office. Also enclosed is a check in the amount of \$78.75 for the applicable filing fee, registered agent designation fee and certified copy fee. Upon filing of the Articles, please forward the certified copy to the address listed above.

Thank you for your immediate attention to this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,

Martin Yesowitch
Martin Yesowitch

Enclosures

FILED
01 MAY -4 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-8-01
WC

Articles of Incorporation
of
FLORIDA HEALTHCARE SEMINARS, INC.

FILED
01 MAY -4 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is FLORIDA HEALTHCARE SEMINARS, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 4345 Ligustrum Drive, Melbourne, Florida 32934.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 4345 Ligustrum Drive in the City of Melbourne, County of Brevard. The name of the registered agent at such address is Martin Yesowitch.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 5,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Martin Yesowitch	4345 Ligustrum Drive Melbourne, Florida 32934

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Martin Yesowitch	4345 Ligustrum Drive Melbourne, Florida 32934
Deborah Yesowitch	4345 Ligustrum Drive Melbourne, Florida 32934

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and only with the unanimous consent of all shareholders of the corporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true.

DATED at Melbourne, Brevard County, Florida, this 2nd day of May, 2001.

Martin Yesowitch
Martin Yesowitch

STATE OF FLORIDA)
) SS.
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 2nd day of May, 2001, by Martin Yesowitch, on behalf of the corporation. He is personally known to me or has produced FL DL 1232-568-54-1460 as identification.

(NOTARY SEAL)



Bonnie S Sweeting
My Commission DD012759
Expires March 27 2005

Bonnie S. Sweeting
(Notary Signature)

Bonnie S. Sweeting
(Notary Name Printed)

NOTARY PUBLIC

Commission No. DD012759

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That FLORIDA HEALTHCARE SEMINARS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 4345 Ligustrum Drive in the City of Melbourne, County of Brevard, State of Florida, has named Martin Yesowitch, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

DATED: 5/2/2001

Martin Yesowitch
Martin Yesowitch

FILED
01 MAY -4 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FL