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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/29/02--D1042--013
*****78.75 *****78.75

SUBJECT: Credentialing Services Of America, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE
05-01-02

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Karen M. Reinhardt
Name (Printed or typed)

P.O. Box 30343
Address

Pensacola, Florida 32503
City, State & Zip

850-478-7408
Daytime Telephone number

FILED
02 MAR 29 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles. 04-04-02

*Articles of Incorporation
Of
Credentialing Services of America, Inc.*

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a corporation under the laws of the state of Florida.

ARTICLE I

The name of this corporation shall be Credentialing Services of America, Inc.

ARTICLE II

The corporation shall have perpetual existence, commencing on 1 May 2002.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the state of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- a) To conduct, maintain, operate, and to do business as Credentialing Services of America, Inc.
- b) To own real and personal property, and to use, operate, maintain, remodel, improve and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.
- c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the state of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general carry out any

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lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either along or in conjunction with any other persons, firm, associations, corporations, or other entities, both within and without the state of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the state of Florida.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

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

ARTICLE VI

The street address of the initial principal office of this corporation is 2401 Executive Plaza Suite No. 2, Pensacola, Florida 32504. The name of the initial registered agent of the corporation is Karen M. Reinhardt, the registered office is 2401 Executive Plaza Suite No. 2, Pensacola, Florida 32504.

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ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine. The name and address of the initial director of this corporation is as follows:

- a) Karen M. Reinhardt
5941 Hermitage Drive
Pensacola, Florida 32504

ARTICLE VIII

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE IX

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X

At each election for directors, every shareholder to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of

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directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than ten percent (10.0%) of the shares then outstanding.

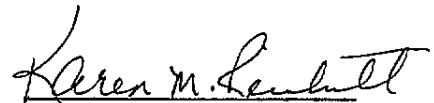
ARTICLE XII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIII

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

In Witness Whereof, I have hereunto set my hand and seal this



Karen M. Reinhardt

Incorporator

5941 Hermitage Drive

Pensacola, Florida 32504

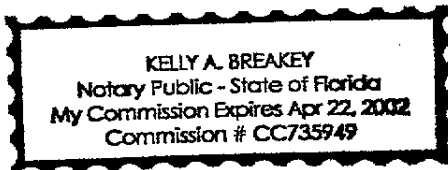
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STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the subscriber, a notary public in and for said state and county, personally appeared Karen M. Reinhardt, known to me, and known to me to be the individual described by said name and who executed the foregoing Articles of Incorporation of Credentialing Services of America, Inc. and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth.

Given under my hand and official seal this 28 day of March 2002.



Kelly A. Breakey

Notary Public, State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted: That
Credentialing Services of America, Inc., desiring to organize or qualify under the laws of the
state of Florida, with its principal place of business at 2401 Executive Plaza, Suite No. 2,
Pensacola, Florida 32504, has named Karen M. Reinhardt, the registered office is 2401
Executive Plaza, Suite No. 2, Pensacola, Florida 32504, as its agent to accept service of process
within Florida.

Credentialing Services of America, Inc.

By:

Karen M. Reinhardt

Karen M. Reinhardt
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties.

Karen M. Reinhardt
Karen M. Reinhardt