

To: FL Dept. of State
Subject: 000150.40596

From: Katie Wonsch

Wednesday, July 27, 2005 11:46 AM Page: 1 of 5

P02000059349

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC

Certificate of Status	0
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*7-27
Amended*

To: FL Dept. of State
Subject: 000150.40596

From: Katie Wonsch

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850-205-0381

7/27/2005 11:09

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 27, 2005

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.
12000 BISCAYNE BLVD
STE 508
NORTH MIAMI, FL 33181

SUBJECT: INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.
REF: P02000059349

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ANNEX I

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.

Pursuant to the provisions of Sections 607.0821, 607.0704 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of this corporation is INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC., (the "Corporation"), Document #No. P02000059349, filed May 29, 2002.

ARTICLE II

The principal office and the mailing address of the Corporation is 12000 Biscayne Boulevard, Suite 508, North Miami, Florida 33181.

ARTICLE III

The nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be two million five hundred thousand (2,500,000) shares of common stock, par value \$0.0001 per share.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

The name and address of the Corporation's registered agent in the State of Florida is Madelyn Trupkin-Herzfeld, 12000 Biscayne Boulevard, Suite 508, North Miami, Florida 33181.

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ARTICLE VII

The number of members of the Corporation's Board of Directors shall be fixed from time to time by resolution of the Board of Directors.

ARTICLE VIII

The name and address of the sole director is Madelyn Trupkin-Herzfeld, 12000 Biscayne Boulevard, Suite 508, North Miami, Florida 33181.

ARTICLE IX

The Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Amended and Restated Articles of Incorporation as of July 20, 2005.

INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.

By: 

Name: Madelyn Trupkin-Herzfeld
Title: President

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**OFFICER'S CERTIFICATE
REGARDING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC.

The undersigned, being the President of INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC., a Florida corporation (the "Corporation"), hereby certifies on behalf of the Corporation as follows:

- (a) The name of the Corporation is INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC. The date of filing of its original Articles of Incorporation with the Secretary of State of the State of Florida was May 29, 2002 (Document No. P02000059349) (the "Original Articles"), and later amended on July 2, 2002.
- (b) The Corporation is hereby amending and restating the Original Articles, as amended, as set forth in the Amended and Restated Articles of Incorporation of INSTITUTE FOR MEDICAL EDUCATION & RESEARCH, INC., attached hereto as Annex I (the "Amended and Restated Articles").
- (c) The Amended and Restated Articles contain certain amendments to the Original Articles, as amended, which require shareholder approval, and the Amended and Restated Articles were adopted and approved on July 26, 2005 by the Corporation's sole shareholder pursuant to a written consent, the number of votes cast being sufficient for approval in the manner prescribed by Sections 607.1003-1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, this Certificate has been duly executed by the President of the Corporation as of the 26 day of July, 2005.

By: 
Name: Madelyn Trupkin-Herzfeld
Title: President

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