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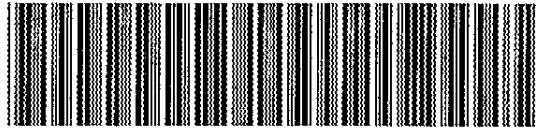
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TALLAHASSEE, FLORIDA

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## **LAW OFFICES OF MARLON E. BRYAN, P. A.**

5701 Sheridan Street, Hollywood, Florida 33021

Phone: (954) 252-7284 • Facsimile (954) 322-0330 • E-mail: m5meblaw@bellsouth.net

Member of Florida & New Jersey Bar

August 17, 2004

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: BURNETT INTERNATIONAL UNIVERSITY, INC.**

Enclosed is the original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent, and a check for Seventy Eight Dollars and 75/100 (\$78.75) to cover the cost of filing the articles, and acquiring a Certificate and Letter of Acknowledgment. Please return the Certificate and Letter of Acknowledgment to our office at:

**Law Offices of Marlon E. Bryan, P.A.  
5701 Sheridan Street  
Hollywood, Florida 33021**

Very truly yours,



Marlon E. Bryan

MEB/kg  
Enclosures

BURNETT INTERNATIONAL UNIVERSITY, INC.  
1 of 4

**ARTICLES OF INCORPORATION**  
**OF**  
**BURNETT INTERNATIONAL UNIVERSITY, INC.**  
**(A Foreign Profit Corporation)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, natural persons, competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

**BURNETT INTERNATIONAL UNIVERSITY, INC.**

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

13 Boulevard 15 Octobre  
Belvil 7  
Tabarre, Haiti, W. I.

**ARTICLE III**  
**CAPITAL STOCK**

The aggregate number of authorized shares is:

This corporation is authorized to issue One Thousand (1000) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in

BURNETT INTERNATIONAL UNIVERSITY, INC.

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whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed.

#### **ARTICLE IV**

##### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial Registered Agent is:

**REVEREND FR. BURNET MOISE, M. DIV.  
4256 FOX RIDGE DRIVE  
WESTON, FL 33331**

#### **ARTICLE V**

##### **NAMES AND ADDRESSES OF THE INCORPORATORS**

The names and addresses of the Incorporators are:

**REVEREND FR. BURNET MOISE, M. DIV.  
4256 FOX RIDGE DRIVE  
WESTON, FL 33331**

**CARLINE ST LOUIS, M.D.  
4256 FOX RIDGE DRIVE  
WESTON, FL 33331**

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

All corporate power shall be exercised by and under the authority of the Board of Directors. All business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all additional powers and duties conferred to or imposed upon the Board of Directors shall be by resolution of the shareholders. The number of directors may be either increased or diminished from time to time but shall never be less than one (1).

The name and address of the initial Directors are:

**REVEREND FR. BURNET MOISE, M. DIV. – PRESIDENT  
4256 FOX RIDGE DRIVE  
WESTON, FL 33331**

BURNETT INTERNATIONAL UNIVERSITY, INC.

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**CARLINE ST LOUIS, M.D. – VICE PRESIDENT**

4256 FOX RIDGE DRIVE

WESTON, FL 33331

## **ARTICLE VII**

### **DURATION**

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida and will exist perpetually.

The corporation will not commence business until at least one hundred dollars (\$100.00) have been received by it as consideration for the issuance of shares. The delay in commencing business shall not continue more than ninety (90) days after the date of filing by the Secretary of the State of Florida.

## **ARTICLE VIII**

### **PURPOSE**

The purpose of the corporation is:

The goal of Burnett International University School of Medicine and Health Sciences is to provide the very best quality of medical education to students from around the world. The University is dedicated to provide undergraduate, graduate and continued medical education with the goal of teaching each student the skills, knowledge and attitudes to become competent and compassionate physicians who will be prepared to face the many challenges that medicine will bring to them in the 21<sup>st</sup> Century. BIU aims to provide a balanced medical education that embraces both family care and specialized medicine. These goals are continually evaluated in terms of the University nurturing education, research and health care delivery.

The mission, BIU operates with the following objectives:

1. To present a complete and up-to date curriculum, whose scope, presentation, and implementation will focus on the achievement of academic excellence.
2. To train physicians who will be sensitive to our social and health issues. To provide students with the necessary background for healing and prevention of diseases that affect our communities.
3. To offer graduate an enriched environment that will encourage them to pursue their career goals
4. To challenge its students to discover the intellectual achievement, and

BURNETT INTERNATIONAL UNIVERSITY, INC.

4 of 4

- demonstrate the moral-ethical aspect of medicine;
5. To demonstrate the knowledge, skills, and attitudes necessary for continued, self-directed learning and for the critical evaluation of new scientific information as it might relate to the diagnosis, treatment and prevention of diseases.

**Section 1:** To enter into agreement for contributions to the corporation for its objectives and purposes, the University can create wherever the need is, the medical educational centers, promote and encourage participation in community affairs and activities towards improved health care, and the restoration of related social issues according to these objectives.

**Section 2:** The University shall have the power and authority to receive assistance, money, real or personal property and any other forms of contributions, gifts, bequests or devices from any person, firm or corporation, to be utilized in the furtherance of the proposed goals of the University.

#### **ARTICLE IX**

#### **PREEMPTIVE RIGHTS**

Provisions limiting or denying to shareholders the preemptive rights to acquire additional or treasury shares of the corporation are reserved.

#### **ARTICLE X**

#### **RESTRAINT ON TRANSFER OF SHARES**

The directors reserve the right to restrict and consent to all transfers of corporate stock to insure compliance with the requirements under 26 U.S.C. § 1361 (Subchapter S of the Internal Revenue Code).

#### **ARTICLE XI**

#### **INDEMNIFICATION**

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

BURNETT INTERNATIONAL UNIVERSITY, INC.

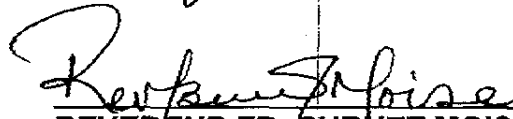
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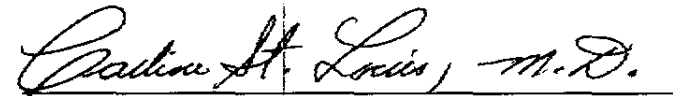
**ARTICLE XII**

**AMENDMENT**

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present at any regular meeting of the shareholders called for the purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation, this 17<sup>th</sup> day of August, 2004.

  
REVEREND FR. BURNET MOISE, M. DIV.

  
CARLINE ST LOUIS, M.D.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZATION UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

**BURNETT INTERNATIONAL UNIVERSITY, INC.**

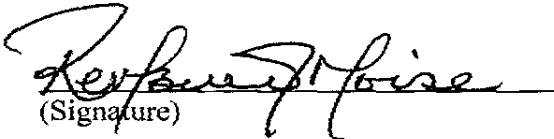
2. The name and address of the registered agent and office is:

**REVEREND FR. BURNET MOISE, M. DIV.  
4256 FOX RIDGE DRIVE  
WESTON, FL 33331**

**CARLINE ST. LOUIS, M.D.  
4256 FOX RIDGE DRIVE  
WESTON, FL 33331**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed in this certificate, 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.

  
(Signature)

8/17/2004  
(Date)

**DIVISION OF CORPORATION, P.O BOX 6327, TALLAHASSEE, FL 32314**