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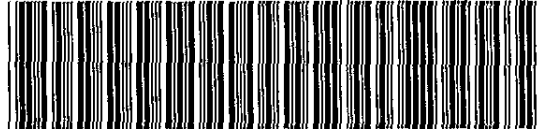
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DEPARTMENT OF CORPORATIONS  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

~~11/12/04~~  
WCC



UCC FILING & SEARCH SERVICES, INC.  
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 (850) 681-6528

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November 12, 2004

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

The Institute of Allied Medical Professions, Inc.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 15, 2004

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: THE INSTITUTE OF ALLIED MEDICAL PROFESSIONS, INC.  
Ref. Number: W04000041751

We have received your document for THE INSTITUTE OF ALLIED MEDICAL PROFESSIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If you have any further questions concerning your document, please call (850) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filings Section

Letter Number: 404A00064925

RECEIVED  
04 NOV 22 AM 9:43  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

THE INSTITUTE OF ALLIED MEDICAL PROFESSIONS, CORPORATION  
405 Park Avenue  
New York, New York 10022

November 19, 2004

To: Department of State  
State of Florida

Dear Sir/Madam:

This letter shall serve to confirm the following:

1. The principals of The Institute of Allied Medical Professions, Corporation (a Florida non-profit corporation) are the same principals as the principals of The Institute of Allied Medical Professions, Inc., a proposed Florida for profit corporation which is pending with your office.
2. The principals of The Institute of Allied Medical Professions, Corporation have no objection of any nature whatsoever, and hereby consent, to the formation of The Institute of Allied Medical Professions, Inc. as a for profit corporation in the State of Florida.

Thank you.

Very truly yours,

THE INSTITUTE OF ALLIED MEDICAL  
PROFESSIONS, CORPORATION

By:

  
Thomas J. Haggerty, President

ARTICLES OF INCORPORATION  
OF  
THE INSTITUTE OF ALLIED MEDICAL PROFESSIONS, INC.

*Under the Florida Business Corporation Act:*

The undersigned, being a natural person of full age and acting as Incorporator for the purpose of forming the for profit business corporation hereinafter named pursuant to the provisions of the Florida Business Corporation Act ("Act"), does hereby certify that:

FIRST: The name of the corporation is THE INSTITUTE OF ALLIED MEDICAL PROFESSIONS, INC. ("Corporation").

SECOND: The principal place of business and mailing address of the Corporation shall be: 405 Park Avenue, New York, New York 10022.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act, other than any act or activity requiring the consent or approval of any state official, department, agency, board or other body without such approval or consent first being obtained.

FOURTH: The aggregate number of shares of stock which the Corporation shall have authority to issue is 200 shares, all of which are designated as common stock and all of which have no par value.

FOURTH: The name and address of the initial registered agent of the Corporation:

Eugene Vinciguerra  
Oxford Study Council  
4630 North University Drive, Suite 170  
Coral Springs, Florida 33067

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Incorporators and is made a part hereof.

FIFTH: The duration of the existence of the Corporation is perpetual.

SIXTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

SEVENTH: The Corporation shall, to the fullest extent permitted by the Act, as the same may be amended and supplemented, hold harmless and indemnify any and all persons whom it shall have power to indemnify under said Act from and against any and all liabilities and expenses, imposed upon or reasonably incurred such person in connection with any action, suit or other proceeding in which he may be involved or with which such person may be threatened, or other matters referred to in or covered by the Act both as to action in such persons official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which these persons indemnified hereunder may be entitled under any bylaw, agreement and/or resolution, as the case may be, adopted by the shareholders entitled to vote thereon after notice.

EIGHTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

The undersigned, being the sole Incorporators, for the purpose of forming a corporation pursuant to the Act, have executed these Articles on this 3<sup>rd</sup> day of November, 2004.

  
THOMAS J. HAGGERTY Incorporator  
286 Harbor Drive  
Lido Beach, New York 11566

Having been named as registered agent and to accept service of process for the Corporation at the place designated in these 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.

  
EUGENE VINCIGUERRA