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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Florida Medical Institute, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

- [ ] $70.00 Filing Fee
- [x] $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: Florida Medical Institute, Inc.
Name (Printed or typed)

13336 N. CENTRAL AVENUE
Address

TAMPA, FL 33612
City, State & Zip

(813) 739-6599
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
FLORIDA MEDICAL INSTITUTE, INC.

Article I: The name of the corporation is Florida Medical Institute, Inc.

Article II: The address of its principal and mailing office in the State of Florida is 13336 North Central Avenue, Tampa, FL 33612.

Article III: The nature of the business or purpose to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

Article IV: The total number of shares of stock which the corporation shall have authorized to issue is One Million (1,000,000) and the par value of each of such shares is Ten Cents ($.10) amounting in the aggregate to One Hundred Thousand Dollars ($100,000.00).

Article V: The name, title and mailing address of each Director/Officer is as follows:

Lauren Carr, President - 13336 N. Central Ave. – Tampa, FL 33612
Tina Brenner, Secretary & Treasurer - 13336 N. Central Ave. – Tampa, FL 33612

Article VI: The name of the registered agent is Lauren Carr with a mailing address of 13336 North Central Avenue, Tampa, Florida 33612.

Article VII: The name of the incorporator is Lauren Carr with a mailing address of 13336 North Central Avenue, Tampa, Florida 33612.

Article VIII: The corporation is to have perpetual existence.

Article IX: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statue, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

Article X: Meetings of stockholders may be held within or without the State of Florida, as the by-laws may provide. The books of the corporation may be kept (subject to any provisions contained in the statues) outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Article XI: 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 statue, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that this our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 25th day of October, 2006.

Lauren Carr

Lauren Carr

Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lauren Carr

Signature Registered Agent
Lauren Carr

BE IT REMEMBERED that on this 25 day of October, 2006 personally came before me, a Notary Public for the State of Florida, Lauren Carr party to the foregoing certificate of incorporation, known to me personally as such, and severally acknowledged the said certificate to be the act and deed of the signer respectively and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and year aforesaid.

Heidi M. Gill

Notary Public

HEIDI M. GILL
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD 269753
EXPIRES 11/24/2007
BONDED THRU 1-888-NOTARY1

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