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FLORIDA PROFIT/NON PROFIT CORPORATION

The Institute of Allied Medical Professions of Flori

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Institute of Allied Medical Professions, Inc.
5150 Linton Blvd.
Suite 340
Delray Beach, Florida 33484

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 2007

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

To Whom it May Concern:

I am the President of Institute of Allied Medical Professions, Inc. I hereby authorize and allow the formation of Institute of Allied Medical Professions of Florida, Inc. of which I will also be the President.

INSTITUTE OF ALLIED MEDICAL
PROFESSIONS, INC.

By:


Thomas Haggerty, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF****THE INSTITUTE OF ALLIED MEDICAL PROFESSIONS OF FLORIDA, 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 OF FLORIDA, 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.

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

NRAI Services, Inc.
2731 Executive Park Drive, Suite 4
Weston, Florida 33331

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

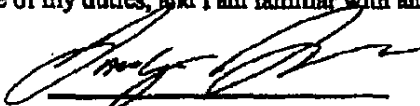
power to indemnify under said Act from and against any and all liabilities and expenses, imposed upon or reasonably incurred such person in connection with any action, suit or other proceeding in which he may be involved or with which such person may be threatened, or other matters referred to in or 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 20th day of September, 2007.


MATTHEW LANGWILL, Incorporator
425 Park Avenue, 5th Floor
New York, New York 10022

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.


NRA Services, Inc.
By: Gary Sherman, Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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