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Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
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FLORIDA PROFIT/NON PROFIT CORPORATION

American Institute of Health Professions, Inc.

Certificate of Status	0
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DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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August 13, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: AMERICAN INSTITUTE OF HEALTH PROFESSIONS, INC.
REF: W08000038106

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Eula Peterson
Regulatory Specialist II
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

American Institute of Health Professions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principle street address and mailing address, if different is:

7951 SW 6th Street, Suite 210, Plantation, FL 33324

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is:

100 shares of common stock, par value \$0.01 per share

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Officers: Randy Proto--President, Chief Operating Officer and Secretary
Christopher Coutts--Chief Operating Officer
Wendy Dezutter-Rolon--Executive Vice President

Directors: Scott Harper, Randy Proto, and Arthur Benjamin

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Jordanah Bangi, 200 E Randolph Dr., Chicago, IL 60602

Insert Article 8 + Article 9

Having been named as registered agent to accept service of process 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

By: _____
Signature/Registered Agent
Jordanah Bangi
Signature/Incorporator

Date
8/7/08
Date

ARTICLE VIII **Liability of Directors**

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX **Indemnification of Directors and Officers**

The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Florida, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of the Corporation or, while a director or officer, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding or claim initiated by or on behalf of such person or any counterclaim against the Corporation initiated by or on behalf of such person, or any action, suit, proceeding or claim related to a breach of any noncompetition or similar agreement entered into by such person prior to the date hereof and all such actions, suits, proceedings or claims any person may have with respect to such employment relationship. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article IX shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.