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Division of Corporations

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From:

Account Name : WINDERWEEDLE, HAYNES, WARD & WOODMAN, P.A.  
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DIVISION OF CORPORATIONS

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**St. Kitts Medical School, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

### ST. KITTS MEDICAL SCHOOL, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

#### ARTICLE I - Name

The name of this corporation shall be:

ST. KITTS MEDICAL SCHOOL, INC.

#### ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III - Capital Stock

The authorized common capital stock of this Corporation shall be divided into two (2) classes as follows:

A. Class A Voting Common. The Corporation is authorized to issue 15,000 shares of Class A Voting Common Stock having a par value of \$0.01 per share.

B. Class B Voting Common. The Corporation is authorized to issue 20,000 shares of Class B Voting Common Stock having a par value of \$0.01 per share. Of the 20,000 authorized shares of Class B Voting common Stock, 15,000 shares are only to be issued in connection with the conversion of Class A Common Voting Stock, if such conversion right is exercised.

The rights of holders of Class A Voting Common Stock and Class B Voting Common Stock shall be set forth in the By-Laws of this Company.

#### ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Initial Corporate Office:

##### Initial Registered Office and Agent

The street address and mailing address of the initial corporate office and initial registered office of this Corporation is 180 Park Avenue North, Suite 2A, Winter Park, Florida 32789 and the name of the initial registered agent of this Company at that address is Tucker H. Byrd.

#### ARTICLE VI - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be more than five (5).

B. The name and street address of the initial members of the Board of Directors, to hold office until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Tucker H. Byrd	180 Park Avenue North Suite 2A Winter Park, Florida 32789
Sewell H. Dixon	18 Rhett Bluff Rd. Kiawah Island, South Carolina 29455
Jeffrey C. Villwock	8275 Sentinae Chase Drive Roswell, Georgia 30076

ARTICLE VII - Incorporator

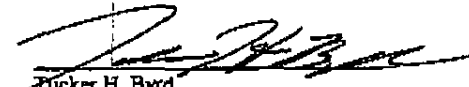
The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Tucker H. Byrd	180 Park Avenue North Suite 2A Winter Park, Florida 32789

ARTICLE VIII - Amendment


The amendment of these Articles requires a majority vote of both the holders of the Class A and the Class B Voting Common Stock.

11 IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of December, 2008.

  
Tucker H. Byrd

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 607, Fla. Stat. and accepts the appointment to serve as the Initial Registered Agent of Kitts Medical School, Inc.

  
Tucker H. Byrd

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