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TALLAHASSEE, FLORIDA

MUÑOS & MORALES

BUSINESS, TAX & WEALTH PRESERVATION ATTORNEYS

300 SEVILLA AVENUE, SUITE 309
CORAL GABLES, FLORIDA 33134

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July 19, 2013

VIA U.S. FIRST CLASS MAIL

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

RE: *New Corporate Filing*
EDUCATION IN MEDICINE, INC.

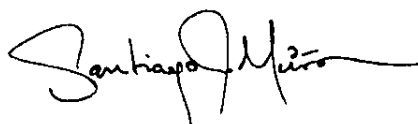
Dear Department of State:

This is to request that you form EDUCATION IN MEDICINE, INC. by executing and filing on our behalf with the Florida Department of State the enclosed Articles of Incorporation in the form containing the information that is determined to be appropriate and necessary under the Florida Statutes.

You may rely on this authority in filing these Articles of Incorporation. Attached to this letter please find a check for \$70.00 and the requested additional copy, so that you might conform and return it to our attention.

We thank you in advance for your assistance.

Very truly yours,



Santiago J. Muñoz, Esq.
smuinos@msquaredlaw.com ✓
MUIÑOS & MORALES P.L.

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STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EDUCATION IN MEDICINE, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I. NAME.

The name of the corporation shall be: "EDUCATION IN MEDICINE, INC."

ARTICLE II. PRINCIPAL PLACE OF BUSINESS.

The principal place of business of the corporation shall be located at:

EDUCATION IN MEDICINE, INC.
300 Sevilla Avenue, Suite 309
Coral Gables, Florida 33134

or any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE III. PURPOSE.

The general nature of the corporation is to engage in any and all lawful business, to do any legal activity to the same extent a natural person might or could do as a principal or agent, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

ARTICLE IV. POWERS.

The Corporation shall have all of the powers and privileges provided for or permitted under Florida law to corporations as necessary and convenient to effect this corporation's purposes.

ARTICLE IV. DURATION AND CONTINUATION.

The period of the corporation's duration shall commence with the filing of these Articles of Incorporation with the Florida Department of State and shall continue perpetually thereafter. This corporation shall have a fiscal year beginning January 1st of each year.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and the Florida street address of the initial registered office and agent are:

SANTIAGO J. MUÑOS, Esq.
300 Sevilla Avenue, Suite 309
Coral Gables, Florida 33134

who upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI. CAPITAL STOCK.

The Corporation is authorized to issue one-thousand (1,000) shares of common voting stock with a par value of one dollar (\$1.00) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

ARTICLE VII. SHAREHOLDERS' RIGHTS.

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

(d) Any corporate action upon which a vote of the Shareholders is required or permitted may be taken without a meeting or vote of the Shareholders with the written consent of the Shareholders.

ARTICLE VIII. DIRECTORS AND BOARD OF DIRECTORS.

The Corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such

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lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a shareholders' agreement. The Directors shall have power to hold their meetings and to have one or more offices and keep the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the By-Laws or resolution of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law. The shareholders of the corporation may remove any director from office at any time with or without cause. The name and address of the initial sole Director is:

Dr. John E. Delzell, Jr. M.D., M.S.P.H.
300 Sevilla Avenue, Suite 309
Coral Gables, Florida 33134

ARTICLE IX. TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE X. OFFICERS AS DIRECTORS.

All Officers of the Corporation may be directors.

ARTICLE XI. OFFICERS.

The following name persons shall acts as officers of the corporation, until their successors have been chosen and duly qualified:

President: Dr. John E. Delzell, Jr. M.D., M.S.P.H.
Secretary/Treasurer: Dr. John E. Delzell, Jr. M.D., M.S.P.H.

ARTICLE XII. ACTION WITHOUT MEETING.

Any action by the Board of Directors of this corporation without a meeting shall nevertheless be proper Board action if written consent to the action in question is signed by all of

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TALLAHASSEE, FLORIDA

the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XIII. ASSIGNMENT OF STOCK.

The original incorporators of this corporation shall have the right, after the organization of same, to assign to any person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such, shall stand in lieu of the original incorporators and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

ARTICLE XIV. BY-LAWS.

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of law of the state of Florida or of the United States.

ARTICLE XV. AMENDMENT.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE XVI. INDEMNIFICATION.

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

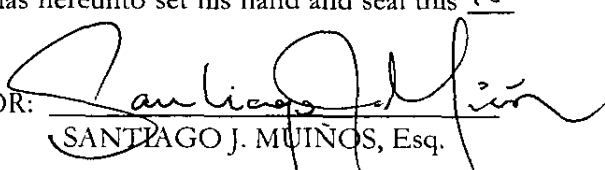
ARTICLE XVII. INCORPORATOR.

The name and street address of the Incorporator making these Articles of Incorporation are:

SANTIAGO J. MUIÑOS, Esq.
300 Sevilla Avenue, Suite 309
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator submits this document and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes. The undersigned incorporator has hereunto set his hand and seal this 18 day of July, 2013.

INCORPORATOR:

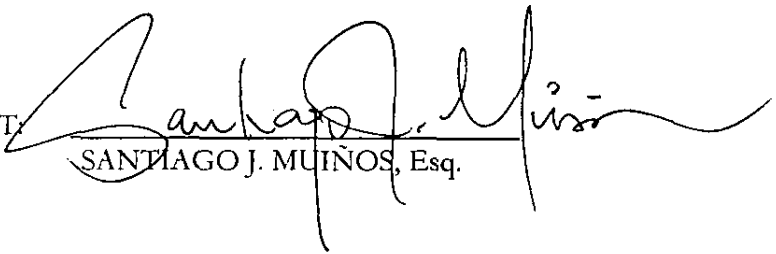

SANTIAGO J. MUIÑOS, Esq.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act: desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles, EDUCATION IN MEDICINE, INC. has named SANTIAGO J. MUÑOS, ESQUIRE, as its Registered Agent to accept service of process and serve all other functions of a registered agent within the state. Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles, I do hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: July 18th, 2013.

REGISTERED AGENT:


SANTIAGO J. MUÑOS, Esq.

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