

Jan 20 06 08:00 p

Division of Corporations

P92 000000742

Page 1 of 1

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SCHOOL OF HEALTH CAREER, INC.

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FROM :

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Aug. 28 2005 08:06AM P2

H06000017566 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SCHOOL OF HEALTH CAREER, INC.**

Pursuant to Section 607.1007 of the Florida Statutes, Markegrader.Com Corp., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors and the shareholders on January 20, 2006;
2. The number of votes cast for the amendments by the shareholders was sufficient for approval; and
3. The Articles of Incorporation are amended in its entirety to read as follows:

ARTICLE I

NAME

The name and address of this Corporation shall be:

SCHOOL OF HEALTH CAREER, INC.

ARTICLE II

ADDRESS

The principal place of business and mailing address of this Corporation shall be:

3190 N. State Road 7
Lauderdale Lakes, FL 33319

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 4,000,000 shares of Common Stock having a par value of \$1.00 per share.

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FROM :

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Aug. 28 2005 08:05AM P3
H06000017566 3

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation in the State of Florida shall be:

2550 Royal Palm Way
Weston, FL 33327

The name of the registered agent of this Corporation at that address shall be:

Randy Proto

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have four (4) directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Randy Proto	2550 Royal Palm Way Weston, Florida 33327
Clytie Campbell	2906 N. Andrews Avenue Fort Lauderdale, Florida

H06000017566 3

Jan 20 06 04:05p

p. 4

FROM :

FAX NO. :

Aug. 28 2005 08:07AM P4

H06000017566 3

Maura Mumford

2906 N. Andrews Avenue
Fort Lauderdale, Florida

Suzette Costanzo

9864 Nob Hill Lane
Sunrise, Florida

IN WITNESS WHEREOF, the undersigned, Director of SCHOOL OF HEALTH CAREER, INC., does execute, subscribe and acknowledge these Amended and Restated Articles of Incorporation and certifies that the facts stated herein are true and correct, at Weston, Florida, for the uses and purposes aforesaid, this 20 day of January 2006.



Randy Proto, Director

H06000017566 3

Jan. 20 06 04:05p

P. 5

FROM :

FAX NO. :


Aug. 28 2005 08:07AM P5

H06000017566 3

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, School of Health Career, Inc., having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2550 Royal Palm Way, Weston, FL 33327, has named Randy Proto, located thereat as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Randy Proto, Registered Agent