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FILED  
MAR 14 PM 3:00  
TALLAHASSEE, FLORIDA

March 13, 1995

Secretary of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32399

**VIA FEDERAL EXPRESS**

Re: **Stadent Corp.**

900001429459  
-03/14/95--01126--008  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Please find enclosed herewith duplicate originals of the Articles of Incorporation of Stadent Corp., together with a check (#1330) in the amount of \$122.50, to cover the fees for incorporating this corporation.

Please return to the undersigned the filed copy of the Articles in the enclosed Federal Express Envelope.

Sincerely,

CHARLES RYAN HICKMAN, P.A.

*Charles Ryan Hickman*

By: Charles Ryan Hickman

*CRH 3/15/95*

CRH/slr

Enclosures:

Articles of Incorporation  
Federal Express envelope

**ARTICLES OF INCORPORATION  
OF  
STADENT CORP.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is **STADENT CORP.**

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

**ARTICLE V - BY LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the Corporation.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is:

The Seminole Building  
230 Royal Palm Way  
Suite 300  
Palm Beach, Florida 33480

#### **ARTICLE VII - INITIAL REGISTERED AGENT**

The name and address of the Initial Registered Agent of this Corporation is

Charles Ryan Hickman, Esq.  
230 Royal Palm Way  
Suite 300  
Palm Beach, Florida 33480

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The business and affairs of this Corporation shall be managed and shall be under the direction of the Directors of the Corporation. Directors need not be residents or citizens of the State of Florida. The Directors may take action by written consent without a meeting as provided by law. The name and address of the Initial Director of this Corporation is:

Dr. Stanley Knapp  
161 Old Mill Road  
Manhasset, New York 11030

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is :

Charles Ryan Hickman, Esq.  
230 Royal Palm Way  
Suite 300  
Palm Beach, Florida 33480

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 13th day of March, 1995.

Charles Ryan Hickman  
Charles Ryan Hickman

**DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT**

Student Corp. hereby appoints Charles Ryan Hickman, Esq. to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment and is familiar with, and accepts, the obligations of that position.

Charles Ryan Hickman  
Charles Ryan Hickman

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TALLAHASSEE, FLORIDA