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RICHARD SMOAK
ATTORNEY & COUNSELLOR AT LAW
103 WEST FIFTH STREET
POST OFFICE BOX 1008
PANAMA CITY, FLORIDA 32402-1008

TELEPHONE (904) 747-1900
TELECOPIER (904) 747-1910

May 9, 1995

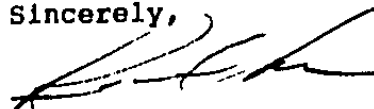
Secretary of State
State of Florida
P. O. Box 6327
Tallahassee, FL 32314

Re: Panama City Advanced School Corporation

Dear Sir or Madam:

Enclosed please find the articles of incorporation for Panama City Advanced School Corporation, and its designation and acceptance of a registered agent and office. My check for \$122.50 is also enclosed in payment of your fees of \$35.00 for filing the articles of incorporation, \$35.00 for filing the designation and acceptance of registered agent, and fee of \$52.50 for a certified copy of the articles of incorporation. An additional copy of the articles are enclosed, and I would appreciate your certifying that copy and returning it to me.

Sincerely,



Richard Smoak

RS:ra

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 10 PM 1:20

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5/11

ARTICLES OF INCORPORATION
OF

PANAMA CITY ADVANCED SCHOOL CORPORATION

The incorporator, YAHIA A. RAHIM, H.D., 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 the corporation shall be PANAMA CITY ADVANCED SCHOOL CORPORATION.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE

The principal office of this corporation and its mailing address shall be 200 West 19th Street, Panama City, Florida 32405.

ARTICLE III

DURATION

This corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of the conduct of any lawful business.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 10 PM 1:20

ARTICLE V

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares (1000) common stock, each having the par value of \$1.00.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Yahia A. Rahim, M.D., 200 West 19th Street, Panama City, Florida 32405.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these articles of incorporation is:

Yahia A. Rahim, M.D.
200 West 19th Street
Panama City, Florida 32405

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three. The

names and addresses of the initial directors of this corporation are:

Riyad Albibi, M.D.
1936 Jenks Avenue
Panama City, Florida 32405

Yahia A. Rahim, M.D.
200 West 19th Street
Panama City, Florida 32405

Marwan Obid, M.D.
921 West 23rd Street
Panama City, FL 32405

ARTICLE VIII

OFFICERS

This corporation shall have a president, vice president, secretary, and treasurer. The names and addresses of the initial officers are:

President: Riyad Albibi, M.D.
1936 Jenks Avenue
Panama City, Florida 32405

Vice President: Yahia A. Rahim, M.D.
200 West 19th Street
Panama City, Florida 32405

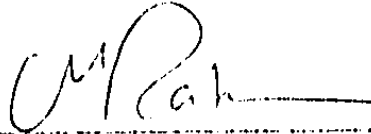
Secretary/Treasurer: Marwan Obid, M.D.
921 West 23rd Street
Panama City, FL 32405

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

The Incorporator has executed these articles of incorporation on
May 9th, 1995.



Yahia A. Rahim, M.D.
Incorporator

STATE OF FLORIDA

COUNTY OF DAV

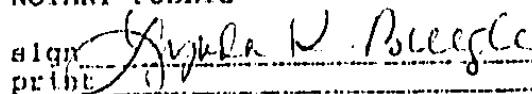
This instrument was acknowledged before me on May 9, 1995,
by Yahia A. Rahim, M.D., who is personally known to me and who did
take an oath.



LYNDA K BREEGLE
My Commission CC310883
Expires Aug. 28, 1997
Bonded by ANB
800-852-8878

NOTARY PUBLIC

sign
print



State of Florida at Large (Soal)
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I, Yahia A. Rahim, M.D., hereby accept appointment as the registered agent for PANAMA CITY ADVANCED SCHOOL CORPORATION at the registered office of 200 West 19th Street, Panama City, Florida 32405.


Yahia A. RAHIM, M.D.

5-9-95

STATE OF FLORIDA
COUNTY OF BAY

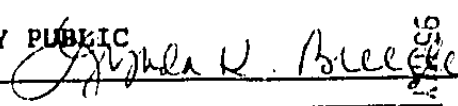
The foregoing instrument was acknowledged before me by Yahia A. RAHIM, M.D., who is personally known to me, as registered agent for PANAMA CITY ADVANCED SCHOOL CORPORATION on May 9, 1995.



LYNDA K BREEGLE
My Commission CC310853
Expires Aug. 20, 1997
Bonded by ANB
800-852-0078

NOTARY PUBLIC

sign
print


State of Florida at Large (Seal)
My Commission Expires:

55 MAY 10 PM 1:20

SECRET
STATE
CORPORATIONS

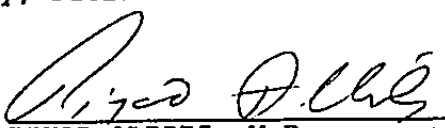
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

In accordance with Section 607.0501, Florida Statutes, PANAMA CITY ADVANCED SCHOOL CORPORATION, makes the following statement designating the registered agent and registered office in the State of Florida.

1. The name of the corporation is PANAMA CITY ADVANCED SCHOOL CORPORATION

2. The name and address of the registered agent and registered office is:

Yahia A. Rahim, M.D.
200 West 19th Street
Panama City, Florida 32405


RIYAD ALBIBI, M.D.
President

May 9th, 1995.