

P95000063381

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(904) 222-2666

(Requestor's Name) M. Linde
(Address) _____
(City, State, Zip) _____ (Phone #) _____

95 AUG 16 PM 12:55

DIVISION OF CORPORATE REGISTRATION

2000001502002
00/16/95 - 01002 - 001

OFFICE USE ONLY *****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. International Center for Anatomical Research
(Corporation Name) (Document #)
2. Education, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 8-16-1995 ☒ Certified Copy
M. Linde
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
95 AUG 16 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FL 32301

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

FILED
95 AUG 16 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

-of-

INTERNATIONAL CENTER FOR ANATOMICAL RESEARCH EDUCATION, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

INTERNATIONAL CENTER FOR ANATOMICAL RESEARCH EDUCATION, INC.

ARTICLE II - NATURE OF THE BUSINESS

The general character or nature of the business to be transacted by the corporation, includes but is not limited to the providing of those facilities as may be contained in a physical complex and to engage in the providing of an educational forum for the practicing physician, researcher, product developer or other commercial or non-commercial entity whose furtherance of education will require the use of deceased human bodies and anatomical body parts; including without limiting the generality of the foregoing, to render and/or to provide, anatomical body parts, office and other support facilities, teaching classrooms, laboratory facilities, seminar facilities and other usually provided educational facilities and equipment, and to render advisory, supervisory, managerial and other services to any person, corporation, trust, firm, public authority or organization of any kind, all as required or expedient to the providing of those services necessary for the educational process; and to act as principal or agent in the purchase and sale of all manner of goods and services; and to have and exercise all the powers conferred upon, and provided for, for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock, each having a par value of \$0.10 and 1,000,000 shares of preferred stock, whose preferences, convertibility and other characteristics shall be determined from time to time by the Board of Directors of the Company. All par values shall be in the currency of the United States of America.

Shares may be issued only for consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued will be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have a perpetual life unless sooner terminated by an action of law.

ARTICLE V - ADDRESS

The initial street address of the principal office of the corporation shall be: 9700 South Dixie Highway, Suite 670, Miami, Fl 33156. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified is as follows:

Name	Address
John Chew	9700 S. Dixie Highway, Suite 670 Miami, Fl 33156
Lawrence M. Green	9700 S. Dixie Highway, Suite 670 Miami, Fl 33156

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Lawrence M. Green
9700 S. Dixie Highway, Suite 670
Miami, Fl 33156

ARTICLE IX - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of the same other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 9700 South Dixie Highway, Suite 670, Miami, FL 33156. The Board of Directors may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XII - SERVICE OF PROCESS

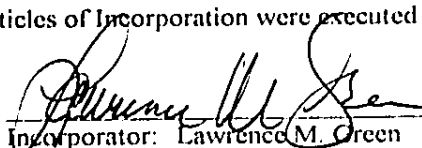
All legal service shall be made upon Neale Poller, Esq., 1221 Brickell Avenue, 25th Floor, Miami, FL 33133.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer, and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

In WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 11th day of June 1995.


Incorporator: Lawrence M. Green

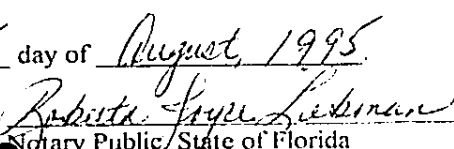
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Lawrence M. Green, known to me to be the individual described in and who executed the forgoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal the 15 day of August, 1995

Notary Seal




Notary Public, State of Florida
My commission expires

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designing the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

INTERNATIONAL CENTER FOR ANATOMICAL RESEARCH EDUCATION, INC.

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

Neale Poller, Esq.
1221 Brickell Avenue
25th Floor
Miami, FL 33133

SIGNATURE


Lawrence M. Green

TITLE: Incorporator

DATE: May 15, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SUCH SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: May 15, 1995