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LANE TROHN
ATTORNEYS AT LAW

JOHN A. ATTAWAY, JR.
LAKELAND OFFICE

March 18, 1997

JOHN A. ATTAWAY, JR.
ROBERT J. BERTRAND
JOHN A. BODWELL
ROBERT M. BRUSH
HANK B. CAMPBELL
THOMAS L. CLARKE, JR.
DARREY L. CONNERT
CHRISTINE C. DALY
CHRISTOPHER M. FEAR
JULIETH J. FLANDERS
MITCHELL D. FRANKS
STEPHEN G. FRENCH
DONALD G. JACOBSEN
MARK N. MILLER
PATRICK J. MURPHY
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ARY S. RABIN
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KINGSTON SPYOTT, JR.
JONATHAN STONHAM
WYFFORD H. STIDHAM
ROBERT O. STOKES
JANET M. STUART
JONATHAN B. TROHN
ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.
A. H. LANE (RETIRED)

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: Professional Medical Education, Inc.

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-03/21/97--01030--003
****122.50 ****122.50

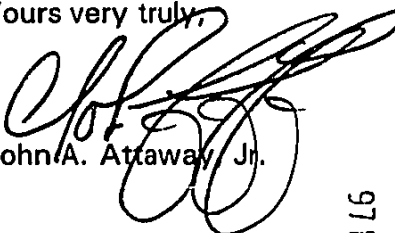
Gentlemen:

Please file the enclosed Articles of Incorporation for Professional Medical Education, Inc. and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned if you have any questions regarding the enclosures.

Thank you for your assistance in this matter.

Yours very truly,


John A. Attaway, Jr.

JAA/sb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 21 PM 3:36

3/24/97

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

EFFECTIVE DATE

3/18/97

ARTICLES OF INCORPORATION

OF

PROFESSIONAL MEDICAL EDUCATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 21 PM 3:35

ARTICLE I. NAME

The name of this corporation is Professional Medical Education, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of this corporation is 710 Executive Center Drive, Suite #1-212, West Palm Beach, Florida 33401.

ARTICLE III. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of capital stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation at that office is John A. Attaway, Jr.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Ted Young

710 Executive Center Drive, Suite #1-212
West Palm Beach, Florida 33401

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

John A. Attaway, Jr., Esquire
Lane, Trohn, Clarke, Bertrand,
Vreeland & Jacobsen, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of March, 1997.



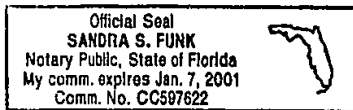
JOHN A. ATTAWAY, JR.

STATE OF FLORIDA
COUNTY OF POLK

FILED
SECRETARY OF STATE
ARTICLES OF INCORPORATIONS
97 MAR 21 PM 3:36

The foregoing Articles of Incorporation were acknowledged before me this 18th day of March, 1997, by JOHN A. ATTAWAY, JR, who is personally known to me ~~or who produced a Florida driver's license as identification~~ and who did not take an oath.

(Affix notarial seal)

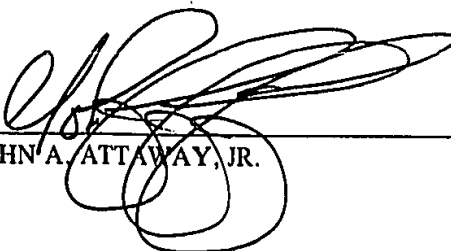


Sandra S. Funk
NOTARY PUBLIC
SANDRA S. FUNK
(Type or Print Name of Notary)

My Commission Expires: 1-7-2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as Registered Agent for Professional Medical Education, Inc., hereby accepts such appointment this 18th day of March, 1997.


JOHN A. ATTAWAY, JR.