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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ROBERT N. ALLEN, JR., P.A.  
CONTACT: RICK BAJANDAS  
PHONE: (305) 372-3300

ACCT#: 073324000622

FAX #: (305) 379-7018

NAME: THE INTERNATIONAL INSTITUTE FOR PHENOMENOLOG

AUDIT NUMBER.....H97000005661

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FAX AUDIT NUMBER H97000005661

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The International Institute for Phenomenological Study in Nursing and the Human Sciences, Inc.

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

ARTICLE I

The name of the corporation is The International Institute for Phenomenological Study in Nursing and the Human Sciences, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

Preparer:  
Ricardo Bajandas, Esq.  
601 Brickell Key Drive, Suite 805  
Miami, Florida 33131  
Ph. (305) 372-3300  
FL BAR NO. 0987750

FAX AUDIT NUMBER H97000005661

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ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 and the name of the initial registered agent at such office is the law office of Allen & Galego.

ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Ricardo Bajandas, Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 7<sup>th</sup> day of April, 1997.

  
Ricardo Bajandas  
Incorporator

FAX AUDIT NUMBER H97000005661

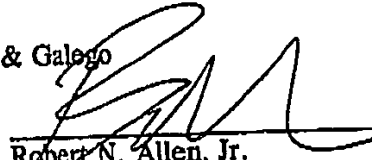
FAX AUDIT NUMBER H97000005661ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The International Institute for Phenomenological Study in Nursing and the Human Sciences, Inc. at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 7<sup>th</sup> day of April, 1997.

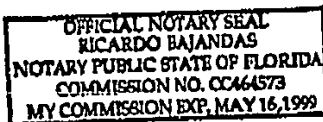
Allen &amp; Galego

BY:

  
Robert N. Allen, Jr.  
President

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on this \_\_\_ day of April, 1997 by Robert N. Allen, Jr. to me personally known and who have taken the oath.

  
Notary Public, State of FloridaRICARDO BAJANDAS  
(Print Name)My Commission Expires: 5-16-99Dated as of the 7<sup>th</sup> day of April, 1997.FAX AUDIT NUMBER H97000005661

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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91 APR - 7 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Robert Hartman Battistic  
900 A Third St.  
Neptune Beach, Fl. 32266

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**ARTICLES OF INCORPORATION  
OF  
A ONE A Services of Florida Unlimited, Incorporated.**

The undersigned subscriber, a natural person competent to contract, desires to form a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME**

The name of the corporation is:

**A ONE A SERVICES OF FLORIDA UNLIMITED, INCORPORATED.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to manufacture, purchase; or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and sets a mandatory thereof and supplemental thereto upon corporations formed under the Laws of said State.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of stock which the corporation shall have authority to issue is Five Thousand (1,000), all of one class, namely common stock and the par value of each share is One (\$1.00) Dollar amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business is One Thousand (\$1000.00) Dollars.

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TALLAHASSEE, FLORIDA



ARTICLE V. TERM OF EXISTENCE

The corporation shall begin its existence on the date these Articles of Incorporation are received subscribed and acknowledged by the State of Florida, and the duration of the corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VI. REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 900 A Third Street, Neptune Beach, Florida 32266, and the name of its initial resident agent at such address is Robert Hartman Battistic. The Street and Mailing address of the initial principal office of this corporation is 900 A Third Street, Neptune Beach, Florida 32266.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be changed from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1) or more than four (4).

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the initial directors are as follows:

Robert Hartman Battistic, President / Secretary

900 A Thrd Street

Neptune Beach, Florida 32266

Matthew Luke Stec, Vice President / Treasurer

900 A Thrd Street

Neptune Beach, Florida 32266

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

#### ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation are as follow:

Robert Hartman Battistic  
900 A Third Street  
Neptune Beach, Florida 32266

Matthew Luke Stec  
900 A Third Street  
Neptune Beach, Florida 32266

#### ARTICLE X. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rate portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

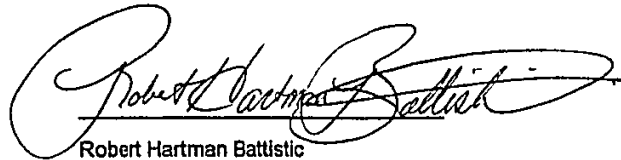
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.



ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the subscribers hereinbefore named, for the purposes of forming a corporation pursuant to Chapter 607, Florida Statutes, have signed and acknowledged the Articles of Incorporation at Neptune Beach, Duval County, Florida, this 1st day of April, A. D., 1997.



Robert Hartman Battistic



Matthew Luke Stec

ACCEPTANCE OF RESIDENT AGENT

I, Robert Hartman Battistic, having been named to accept the service of process for A ONE A SERVICES OF FLORIDA UNLIMITED, INCORPORATED., certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this capacity, and agree to comply with the Laws of Florida relative to keeping open said office.

**MINUTES OF ORGANIZATION MEETING  
OF INCORPORATORS AND DIRECTORS  
OF  
A ONE A SERVICES OF FLORIDA UNLIMITED, INCORPORATED.**

The incorporators and directors held the organization meeting of the above named corporation at, 900 A Third Street, Neptune Beach, Florida 32266 on April 1, 1997, at 10:00 A. M.

The meeting was called to order by, Robert Hartman Battistic a director described in the articles of incorporation. A motion was made, seconded and carried electing Matthew Luke Stec as chairman of the meeting and Robert Hartman Battistic as secretary thereof. Said positions were accepted by the respective persons who proceeded to carry out their duties.

The secretary then called the names of the directors and incorporators named in the articles of incorporation. The following persons were found to be present:

Robert Hartman Battistic

Matthew Luke Stec

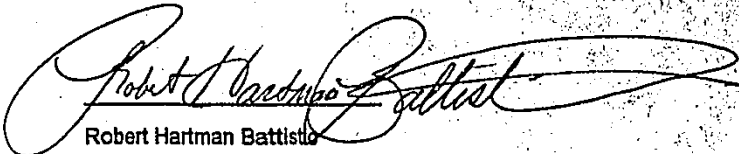
Waiver of notice of organization meeting of  
Incorporators and Directors  
of A ONE A Services of Florida Unlimited, Incorporated.

We do hereby constitute the Incorporators and directors of the above named Florida corporation and do hereby waive notice of the organization meeting of directors and incorporators of the aforesaid corporation.

Furthermore, we hereby agree that said meeting shall be held at 10:00 o'clock A. M. on April 1, 1997 at the following place:

900 A Third Street, Neptune Beach, Florida 32266.

We do hereby affix our names to show our waiver of notice of said meeting.



Robert Hartman Battista



Matthew Luke Stec

Dated: April 1, 1997

The secretary announced that a majority of the directors named in Articles of Incorporation were present. The chairman then declared that the meeting was to be in compliance with applicable Florida Statutes.

A Waiver of notice(s) of the time and place of the present organization meeting for each of the incorporators and directors named in the Articles of Incorporation of this corporation were then presented and read by the secretary. Said documents were directed to be filed and spread at length upon these minutes.

A copy of the Articles of Incorporation were then read by the secretary who indicated that on April 1, 1997, the original thereof together with the required filing fees and taxes were sent to the Department of the State of Florida, receipt thereof evidenced by a letter received from the Department of State. On motion duly made and carried, it was

**RESOLVED and ORDERED** that the secretary's report be accepted and that a copy of the articles and letter be spread at length upon the minutes.

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97 APR -7 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA