

P970000 82317



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 539425 5315A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ 122.50

ORDER DATE : September 23, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 539425-005

CUSTOMER NO: 5315A

300002301253--4

CUSTOMER: Ms. Lynn M. Labrenz-darrow
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33601

DOMESTIC FILING

NAME: INFECTIOUS DISEASES
EDUCATIONAL ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 SEP 23 PM 1:33
TALLAHASSEE, FLORIDA

97 SEP 23 PM 1:44
DIVISION OF CORPORATION

SN SEP 23 1997

ARTICLES OF INCORPORATION
OF
INFECTIOUS DISEASES EDUCATIONAL ASSOCIATES, INC.

FILED
97 SEP 23 PM 1:33
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

INFECTIOUS DISEASES EDUCATIONAL ASSOCIATES, INC.

ARTICLE II

Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

5313 Johns Road
Suite 201
Tampa, Florida 33634

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of Common Stock with a par value of \$.01 per share, 500,000 of which shares shall be designated Class A Common Stock and 500,000 of which shares shall be designated Class B Common Stock. Such shares together shall have unlimited voting rights and shall be entitled to receive the net assets of this

Corporation upon dissolution of this Corporation. The relative rights, preferences and liabilities of shares of Class A Common Stock and Class B Common Stock shall be in all respects identical, except that (1) as to any matter voted upon by the stockholders of this Corporation, including but not limited to any election of one or more directors of this Corporation, such matter shall be approved if and only if approved by the vote of both the holders of Class A Common Stock and the holders of Class B Common Stock, each voting as a separate voting group, and (2) the holders of each such class of stock may, upon the affirmative vote of holders of a majority of the then outstanding number of shares of such class, call an annual or special meeting of the stockholders of this Corporation for any purpose, including the election of directors.

ARTICLE IV

Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V

Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

JODY SIMON
5313 Johns Road
Suite 201
Tampa, Florida 33634

ARTICLE VI

Incorporator

The name and street address of the incorporator of this Corporation are as follows:

JODY SIMON
5313 Johns Road
Suite 201
Tampa, Florida 33634

ARTICLE VII

Initial Board of Directors and Officers

(a) The initial Board of Directors of this Corporation shall consist of nine (9) members who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The names of the initial directors are:

Jody Simon
Frank Dagostino
Sandra Galtko
George S. Jaresko
Thomas E. Johns
Shirley M. Palmer
Ralph H. Raasch
Wayne L. Russell
Thomas T. Sproat

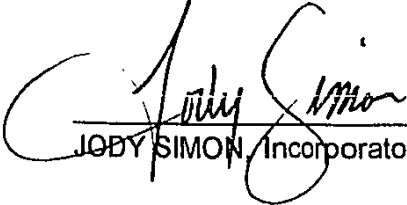
The mailing address of each initial director is:

5313 Johns Road
Suite 201
Tampa, Florida 33634

(b) The initial officer of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

JODY SIMON — President, Secretary, Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 01st day of September, 1997.



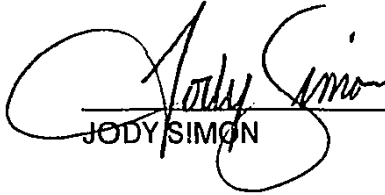
JODY SIMON, Incorporator

INFECTIOUS DISEASES EDUCATIONAL ASSOCIATES, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, JODY SIMON, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

DATED this 24th day of September, 1997.


JODY SIMON

L:\LIT\CMH\Cortex\Infectious\Articles of Incorporation.wpd

FILED
97 SEP 23 PM 1:33
SEC. OF STATE
TALLAHASSEE, FLORIDA