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MILLER, SHINE & BRYAN, P. A.

ATTORNEYS AT LAW

JOE C. MILLER II
BOARD CERTIFIED
CIVIL TRIAL LAWYER
JUDITH G. SHINE
LINDA LOGAN BRYAN

REPLY TO: ST. AUGUSTINE

P. O. BOX 3376
97 ORANGE STREET
ST. AUGUSTINE, FLORIDA 32085-3376
(904) 824-0484

P. O. BOX 803
113 N. FOURTH STREET
PALATKA, FLORIDA 32178-0803
(904) 328-6784

October 17, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

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-10/23/97--01055--019
****122.50 ****122.50

Re: Professional Healthcare Educators, Inc.

Dear Sir/Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$70.00
Certified Copy	\$52.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



Linda Logan Bryan

LLB/ap
Enclosures

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**ARTICLES OF INCORPORATION
OF
PROFESSIONAL HEALTHCARE EDUCATORS, INC.**

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

I.

NAME

The name of the corporation is PROFESSIONAL HEALTHCARE EDUCATORS, INC.

II.

DURATION

The duration of the corporation shall be perpetual.

III.

CORPORATE PURPOSE

The general purpose for which the corporation is organized is to provide health care education and instruction and any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

IV.

SHARES (STOCK)

A. The aggregate number of shares which the corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One and No/100 (\$1.00) Dollar.

B. The consideration to be paid for each share shall be payable in lawful

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money or property, labor or services.

C. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a qualified subchapter S trust (QSST) as described in title 26 United States Code Section 1361 defining a qualified "small business corporation." In addition, no stock shall be issued or transferred to a nonresident alien.

V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and for its mail is 266 Basque Road, St. Augustine, Florida 32084.

VI.

DIRECTORS

A. This corporation shall have at least one (1) but no more than three (3) directors. The number of directors shall be determined as provided by the corporate by-laws, and these directors shall be elected in accordance with the provisions of the corporate by-laws adopted by the stockholders, as amended from time to time in accordance with the procedures provided in the by-laws.

B. The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Susie Kuntz
266 Basque Road
St. Augustine, FL 32084

She shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until a successor or successors are elected and qualified.

VIII.

OFFICERS

The initial officers of the corporation shall be:

Susie Kuntz
266 Basque Road
St. Augustine, FL 32084

President/Secretary/Treasurer

IX.

INFORMAL ACTION OF DIRECTORS AND SHAREHOLDERS

If the required majority of the directors or shareholders severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

X.

INCORPORATOR

The name and address of the incorporator is as follows:

Susie Kuntz
266 Basque Road
St. Augustine, FL 32084

Executed by the undersigned at St. Augustine, St. Johns County, Florida, this
15th day of October, 1997.

Susie Kuntz
Susie Kuntz/Incorporator

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing Articles of Incorporation of Professional Healthcare Educators, Inc. was acknowledged before me this 15th day of October, 1997, by Susie Kuntz, Incorporator of Professional Healthcare Educators, Inc., desiring to organize under the laws of the State of Florida. She is personally known to me or has produced N/A as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of October, 1997.

Judith G. Shine
Signature of Person Taking
Acknowledgment

Judith G. Shine
Name of Acknowledger
(Typed, Printed or Stamped)
Notary Public
Serial No.:



Judith G. Shine
MY COMMISSION # CC507878 EXPIRES
January 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

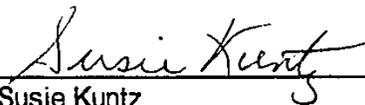
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **PROFESSIONAL HEALTHCARE EDUCATORS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St. Augustine, County of St. Johns, State of Florida, has named **SUSIE KUNTZ**, located at 266 Basque Road, St. Augustine, Florida 32084, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Susie Kuntz

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DIVISION