

AUG-21-1998 14:28

TRENAM, KEMKER, SCHARF..

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : TRENAM, SIMMONS, KEMKER, SCHARF, BARKIN, FRYE & O'N
Account Number : 076424003301
Phone : (813) 223-7474
Fax Number : (813) 229-6553

FLORIDA PROFIT CORPORATION OR P.A.

Post Acute Care Medical Education Division, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03 (5)
Estimated Charge	\$131.25

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ARTICLES OF INCORPORATION

OF

POST ACUTE CARE MEDICAL EDUCATION DIVISION, INC.

FILED
98 AUG 21 PM 4:00
CLERK OF 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.

EFFECTIVE DATE
8-20-98

ARTICLE I

Corporate Name

The name of this Corporation shall be:

POST ACUTE CARE MEDICAL EDUCATION DIVISION, 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, FL 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 shareholders of this Corporation, including but not limited to any election of one or more directors of this Corporation,

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POST ACUTE CARE MEDICAL EDUCATION DIVISION, INC.
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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 shareholders 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, FL 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, FL 33634

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POST ACUTE CARE MEDICAL EDUCATION DIVISION, INC.
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ARTICLE VII

Initial Board of Directors and Officers

(a) The initial Board of Directors of this Corporation shall consist of six (6) 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 shareholders of this Corporation or the first special meeting of shareholders 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:

MAUDE BABINGTON
MARIE GARDNER
DAVID SMITH
MARY BETH GROSS
MALCOLM FRAZIER
ROMAN HENDRICKSON

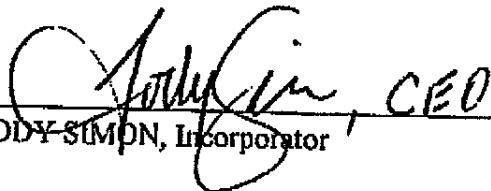
The mailing address of each initial director is:

5313 Johns Road, Suite 201
Tampa, FL 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 20th day of August, 1998.


JODY SIMON, Incorporator

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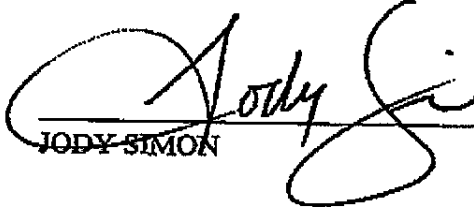
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POST ACUTE CARE MEDICAL EDUCATION DIVISION, INC.

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 20th day of August, 1998.


JODY SIMON

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98 AUG 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TOTAL P.07