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LAW OFFICES OF CARLO JEAN-JOSEPH, P.A.  
ATTORNEY AND COUNSELLOR AT LAW

CJ OFFICE PLAZA  
6730-A WEST COMMERCIAL BLVD.  
LAUDERHILL, FL 33319

FILED

99 APR -2 PM 4:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE: (954) 236-0202  
(954) 742-2828  
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CARLO JEAN-JOSEPH, ESQ.  
KEVIN JAMES BLUITT, ESQ.\*  
ANTOINE ISMA, ESQ.

OF COUNSEL  
MICHAEL A. WOLF, ESQ.

April 1, 1999

via Federal Express

Air Bill No: 806577838630

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700002827777--3

-04/02/99-01045-015  
\*\*\*\*\*131.25 \*\*\*\*\*87.50

Re: Karl's Institute, Inc.

Dear Sir/Madam:

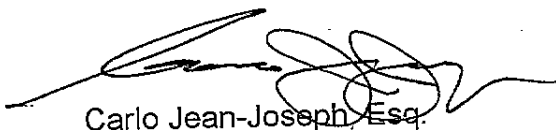
Enclosed herewith, please find, via Fedex, an original and one copy of the Articles of incorporation and registered Agent designation for review and filing of record.

We also enclose our check in the amount of \$131.25 for filing fee and return of a certified copy of articles and certificate.

Upon your review, if you shall require further direction or assistance, you are authorized to call this office collect at (954) 742-2828.

Please be kind enough to return our certified copy of the requested Articles of Incorporation via Fedex using the pre-addresses Air Bill No.: 806577838630 which payment shall be directly billed to our office account via fedex.

Sincerely,



Carlo Jean-Joseph, Esq.

mailed GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT mailed not to be a PA  
DATE add acceptance of PA  
DOO. OK PH ✓

**ARTICLES OF INCORPORATION OF  
KARLIS INSTITUTE, INC.,  
A PROFIT CORPORATION**

**FILED**  
**99 APR -2 PM 4:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned natural persons, competent and licensed to practice Nursing in the State of Florida, acting hereby as Incorporators for the purpose of forming a Corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of this corporation shall be:

**KARLIS INSTITUTE, INC.**

**II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation shall be:

**CJ OFFICE PLAZA**  
**6730 W. COMMERCIAL BLVD.,**  
**FT. LAUDERDALE, FLORIDA 33319**

**III. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in the teaching of classes and preparation of students in the field of Nursing Assistants, Home Health Aide, Licensed Practical Nurse Review Classes, Registered Nurse Review Classes and to ensure that such students meet the minimum qualifications as required by the State of Florida and to engage in other such related activities and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation.
2. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these Articles Of Incorporation.

#### **VIII. DIRECTORS**

The corporation shall have an initial Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of this corporation, but shall never be less than one. The name and address of the initial Director(s) of this corporation is:

**KARNINE JEAN-JOSEPH, R.N.  
CJ OFFICE PLAZA  
6730 W. COMMERCIAL BLVD.  
LAUDERHILL, FLORIDA 33319**

**LISA ROUMAIN, R.N.  
CJ OFFICE PLAZA  
6730 W. COMMERCIAL BLVD.  
LAUDERHILL, FL 33319**

#### **IX. MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the Bylaws of this corporation.

#### **X. INFORMAL SHAREHOLDER/DIRECTOR ACTION**

1. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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

#### **XI. BY-LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing corporations.

3. The professional services of the corporation shall be carried on only through officers, employees, and agents who may legally in the State of Florida to render the services that this corporation is organized to provide.

#### **IV. CAPITAL STOCK**

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 in common stock at one dollar (\$1.00) per share par value to be paid for each share in lawful money or property, labor or services.
2. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to own same.

#### **V. DURATION**

The corporation shall have perpetual existence.

#### **VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of this corporation's initial registered office is:

**KARNINE JEAN-JOSEPH, R.N.  
CJ OFFICE PLAZA  
6730 W. COMMERCIAL BLVD.  
LAUDERHILL, FL 33319**

and the name of its initial registered agent at said address is Karnine JEAN-JOSEPH, R. N.

#### **VII. INCORPORATOR**

The name and address of the Incorporator(s) is as follows:

**KARNINE JEAN-JOSEPH, R.N.  
CJ OFFICE PLAZA  
6730 W. COMMERCIAL BLVD.  
LAUDERHILL, FLORIDA 33319**

**LISA ROUMAIN, R.N.  
CJ OFFICE PLAZA  
6730 W. COMMERCIAL BLVD.  
LAUDERHILL, FLORIDA 33319**

**XII. INDEMNIFICATION**

The 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 Incorporator has executed these Articles of Incorporation in State of Florida, this 31<sup>st</sup> day of March, 1999.

I hereby accept the duties and responsibilities as registered agent.

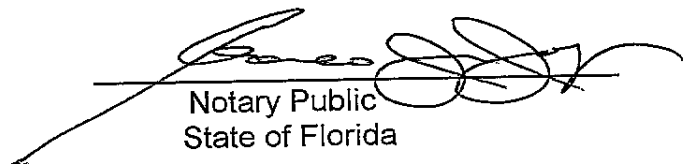
  
KARNINE JEAN-JOSEPH, R.N.  
Incorporator/Registered Agent

  
LISA ROUMAIN, R.N.

**STATE OF FLORIDA  
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority appeared KARNINE JEAN-JOSEPH, R.N., AND LISA ROUMAIN who are to me well known to be the person described herein and who executed the foregoing Articles of Incorporation as Incorporators and they acknowledged to and before me that each individually executed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal at Lauderhill, Broward County, State of Florida on this 31<sup>st</sup> day of March, 1999.

  
Notary Public  
State of Florida



CARLO JEAN-JOSEPH  
My Commission CC525577  
Expires Jan. 18, 2000

*Both Parties personally known  
to me.*