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ID Number:

146357



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

05 MAR - 8 PM 3:05
SECRETARY OF STATE
CORPORATIONS DIV

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is A-1 Corporate CPR, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

Provide CPR training together with any other activities not otherwise prohibited by law.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 2000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

No par common stock

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

Shareholders have the pre-emptive right to acquire unissued or treasury stock of the Corporation.

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By 59485

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attached Exhibit A

7. The address of the initial registered office of the corporation is 300 Centerville Road
(Street Address, not P.O. Box)
Warwick, RI 02886 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Jeffrey F. Caffrey, Esq.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 0 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

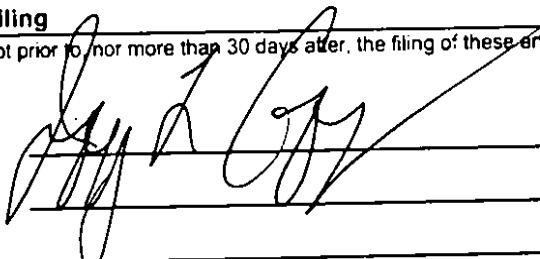
<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Carter Coverdale</u>	<u>90 Birch Street, Warwick, RI 02888</u>
<u>V. President</u>	<u>Carter Coverdale</u>	<u>90 Birch Street, Warwick, RI 02888</u>
<u>Treasurer</u>	<u>Carter Coverdale</u>	<u>90 Birch Street, Warwick, RI 02888</u>
<u>Secretary</u>	<u>Carter Coverdale</u>	<u>90 Birch Street, Warwick, RI 02888</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Jeffrey F. Caffrey</u>	<u>300 Centerville Road, Warwick, RI 02886</u>

10. Date when corporate existence is to begin upon filing
(not prior to nor more than 30 days after the filing of these articles of incorporation)

Date: February 18, 2005



Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Kent

In Warwick, on this 18th day of February, 2005, personally
appeared before me Jeffrey F. Caffrey

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally
acknowledged said instrument by them subscribed to be their free act and deed.



Notary Public

My Commission Expires: _____

STEPHANIE J. SARAIVA

Notary Public
Rhode Island

My Commission Expires: 11/4/20

Exhibit "A"
To the Articles of Incorporation
Of
A-1 Corporate CPR, Inc.

SIXTH: FOR THE REGULATION OF THE BUSINESS AND THE CONDUCT OF THE INTERNAL AFFAIRS OF THE CORPORATION, IT IS FURTHER PROVIDED:

STOCK OF THIS CORPORATION MAY BE ISSUED FROM TIME TO TIME FOR SUCH CONSIDERATION CONSISTING OF CASH, SERVICES, PERSONAL PROPERTY, TANGIBLE AND INTANGIBLE, OR REAL ESTATE OR SUCH OTHER CONSIDERATION THAT SHALL BE DETERMINED FROM TIME TO TIME BY THE STOCKHOLDERS OF THIS CORPORATION. NO STOCKHOLDER OF THIS CORPORATION SHALL MAKE SALE OF ANY STOCK OF SAID CORPORATION HELD BY HIM, WITHOUT FIRST GIVING WRITTEN NOTICE TO THE CORPORATION OF HIS INTENTION TO SELL THE SAME AND GIVING TO THE CORPORATION, THE RIGHT TO PURCHASE SAID STOCK AT THE LOWEST PRICE AT WHICH HE IS WILLING TO SELL BEFORE THE SAME SHALL BE SOLD BY HIM TO ANY OTHER PARTY. THE CORPORATION SHALL EXERCISE THE RIGHT TO PURCHASE THE STOCK SO OFFERED TO IT WITHIN 30 DAYS OF THE RECEIPT OF SAID OFFER. IF NOT ACCEPTED WITHIN SAID DATE, THE STOCKHOLDER SHALL BE AT LIBERTY TO MAKE SALE OF SAID STOCK SO OFFERED TO THE CORPORATION IN THE OPEN MARKET FOR A PRICE OF NOT LESS THAN A PRICE AT WHICH SAID STOCK IS OFFERED TO THE CORPORATION.