

BYLAWS
OF
CENTRALIZED CREDENTIALS VERIFICATION SERVICE, INC.

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BYLAWS
OF
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ARTICLE I

MEMBER

Section 1. Sole Member. The sole member of the corporation shall be Richmond Academy of Medicine, Inc. The board of directors of the member shall have the right to elect members of the board of directors of the corporation and such other rights as set forth in these bylaws.

Section 2. Meetings Generally. Meetings of the corporation shall be held at the registered office or the principal office of the corporation or at such other place, within or without the Commonwealth of Virginia, as the board of directors of the member may designate from time to time.

Section 3. Annual Meetings. An annual meeting of the corporation shall be held on the last Thursday of September each year (and if such day is a legal holiday, on the next business day) for the purpose of electing directors and transacting such other business as may properly come before the meeting. The failure to hold an annual meeting does not affect the validity of any corporate action.

Section 4. Special Meetings. A special meeting of the corporation shall be held on the call of the chairman of the board of directors, the President, the Secretary, the board of directors of the corporation or on the written demand of the member, delivered to the Secretary.

Section 5. Notice of Special Meetings. Written notice stating the date, time and place of a special meeting, and the purpose and purposes for which the meeting is called, shall be delivered to the board of directors of the member not less than ten days before the date of the meeting by mail, by or at the direction of the Secretary, or the other officer or persons calling the meeting. Notice of a meeting of the members to act on an amendment of the articles of incorporation or on a plan of merger or consolidation shall be delivered by mail, not less than twenty-five nor more than sixty days before the date of the meeting. Any such notice shall be accompanied by a copy of the proposed amendment or plan of merger or consolidation, or a summary thereof.

ARTICLE II

DIRECTORS

Section 1. General Powers. Except as expressly provided in the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the board of directors.

Section 2. Number and Qualifications. The board of directors shall consist of a minimum of 13 and a maximum of 21 individuals. Directors need not be residents of Virginia. Directors shall be elected at each annual meeting of the members and may be elected at any special meeting of the members.

Section 3. Regular and Annual Meetings. Regular meetings of the board of directors may be held without notice at the registered office or principal office of the corporation or at such other place, within or without the Commonwealth of Virginia, as the board of directors may designate from time to time. A regular meeting of the board of directors shall be held as soon as practicable after each annual meeting of the members for the purpose of appointing officers and transacting such other business as may properly come before the meeting, and such regular meeting shall be designated the annual meeting of the board of directors.

Section 4. Special Meetings. Special meetings of the board of directors may be called at any time by the President, the Secretary, the member or any 7 of the directors.

Section 5. Notice. Written notice of the date, time and place of special meetings shall be given to each director either by personal delivery or by mail, by or at the direction of the officer or director calling the meeting, to the address of such director as it appears in the records of the corporation not less than ten days before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 6. Waiver of Notice. Notice of any meeting may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary of the corporation for inclusion in the minutes of the meeting or filing with the corporate records.

Section 7. Action Without Meeting. Any action required or permitted by law to be taken at a meeting of the board of directors may be taken without a meeting if the action is taken by all of the members of the board of directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 8. Conduct of Meetings. The President shall act as chairman of and preside over meetings of the board of directors. In the absence of the President, the meeting shall elect a chairman. The Secretary, or in his absence the Assistant Secretary, shall act as secretary of such meetings. If no such officer is present, the chairman shall appoint a secretary of the meeting.

Section 9. Procedure at Meetings. The procedure at meetings of the board of directors shall be determined by the chairman, and (subject to the provisions of Section 17 of this Article, "Conflicts of Interest") the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 10. Participation by Conference Telephone. The board of directors may permit any or all directors to participate in a meeting of the directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 11. Quorum. A quorum at any meeting of the board of directors shall be a majority of the number of directors fixed or prescribed by these bylaws or, if no number is prescribed, the number of directors in office immediately before the meeting begins. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 12. Committees. The board of directors may create one or more committees and appoint two or more members of the board of directors to serve on them at the pleasure of the board of directors. Any such committee, to the extent specified by the board of directors, may exercise the authority that may be exercised by the board of directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws.

The provisions of Sections 3 through 11 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the board of directors, shall apply to committees and their members as well.

Section 13. Term of Office. Each officer shall be appointed to hold office until the annual meeting of directors, or for such longer or shorter term as the board of directors may specify, and until his successor shall have been appointed or such earlier time as he shall resign, die or be removed.

Section 14. Resignation. A director may resign at any time by delivering written notice to the board of directors, its chairman, the President or the Secretary. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

Section 15. Removal. At a meeting of members called and noticed expressly for that purpose, any director may be removed, with or without cause, if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast at an election of directors.

Section 16. Vacancies. Any vacancy in the board of directors (including any vacancy resulting from an increase in the number of directors) may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum, unless sooner filled by the members.

Section 17. Conflicts of Interest. No transaction with the corporation in which a director has a direct or indirect personal interest shall be void or voidable solely because of the director's interest in the transaction if: (i) the material facts of the transaction and the director's interest are disclosed or known to the board of directors or a committee of the board of directors, and the transaction was authorized, approved or ratified by the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no direct or indirect personal interest in the transaction; provided, however, that a transaction shall not be authorized, approved or ratified by a single director; or (ii) the material facts of the transaction and the director's interest are disclosed to the members entitled to vote, and the transaction is authorized, approved or ratified by the vote of a majority of the members entitled to vote other than a director who has a direct or indirect interest in the transaction; or (iii) the transaction is fair to the corporation.

ARTICLE III

OFFICERS

Section 1. Generally. The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be appointed by the board of directors at a regular meeting of the directors held as soon as may be practicable after each annual meeting of the members or, if a vacancy shall exist in any such office, at a special meeting of the directors held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the same. The board of directors or the President may also at any time appoint one or more Vice Presidents or other officers and assistant officers and fill any vacancy that may exist in any such office as a result of the resignation, death or removal of the officer holding the same. Any officer may hold more than one office and may, but need not be, a director. Each officer shall have the authority and perform the duties which pertain to the office held by him, or as set forth in these bylaws or, to the extent consistent with these bylaws, such duties as may be prescribed by the board of directors or the President.

Section 2. President. The President shall be the chief executive officer of the corporation. The President shall have general supervision over, responsibility for and control of the other officers, agents and employees of the corporation. The President shall act as chairman of and preside over meetings of the members and directors and shall perform, to the extent consistent with these bylaws, such duties as may be conferred upon him by the board of directors.

Section 3. Vice Presidents. Each Vice President shall perform, to the extent consistent with these bylaws, such duties as may be prescribed by the board of directors or the President. In the event of and during the absence, disqualification or inability to act of the President, the Vice Presidents, in the order designated by the board of directors from time to time (and if no such designation is made, in the order of their appointment as Vice Presidents), shall have the authority and perform the duties of the President.

Section 4. Secretary. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of meetings of the members and directors in a book or books kept for that purpose and the responsibility for authenticating records of the corporation. The Secretary shall maintain a record of members of the corporation, giving the names and addresses of all members and the class of membership of each member.

Section 5. Treasurer. The Treasurer shall be the chief financial officer of the corporation. The Treasurer shall have the custody of all moneys and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be designated by the board of directors and, unless otherwise prescribed by the board of directors or the President, shall maintain the books of account and financial records.

Section 6. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than the President, such other officers or employees as may be designated by the board of directors or by the President shall have the authority and perform the duties of such officer.

Section 7. Term of Office. Each officer shall be appointed to hold office until the first regular meeting of the board of directors held after each annual meeting of the members, or for such longer or shorter term as the board of directors may specify, and until his successor shall have been appointed or such earlier time as he shall resign, die or be removed.

Section 8. Resignation. An officer may resign at any time by delivering written notice to the board of directors, the President or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Any officer may be removed, with or without cause, at any time by the board of directors and any officer or assistant officer, if appointed by another officer, may

likewise be removed by such officer.

Section 10. Salaries. At the direction of the board of directors, reasonable compensation and reasonable benefits may be paid to or conferred upon officers, employees and agents of the corporation who, in furtherance of the purposes of the corporation, provide services to or on its behalf.

ARTICLE IV

SEAL

The seal of the corporation shall be a flat-face circular die containing the name of the corporation, of which there may be any number of counterparts or facsimiles, in such form as the board of directors shall from time to time adopt.

ARTICLE V

INDEMNIFICATION AND ELIMINATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article, the corporation shall indemnify every individual made a party to a proceeding because he is or was a director or officer against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests (or in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose he believed to be in the interests of the participants of and beneficiaries of the plan); and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 2. Indemnification Not Permitted. The corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the corporation in which such individual was adjudged liable to the corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the board of directors or its committee in the manner heretofore provided or, if such a quorum of the board of directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the board of directors (in which selection directors who are parties may participate); or (iv) by the members (but directors who are at the time parties to the proceeding may not vote on the determination). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advance for Expenses. The corporation may pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnished the corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 1 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the corporation without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the corporation to the same extent as provided in this Article with respect to directors and officers.

Section 7. Elimination or Limitation of Liability of Directors and Officers. Except as

provided in Section 8 of this Article, in any proceeding brought by or in the right of the corporation or brought by or on behalf of a member or members of the corporation, the damages assessed against a director or officer arising out of a single transaction, occurrence or course of conduct shall be limited as follows:

(1) A director or officer who does not receive compensation for his services as such shall have no liability for damages if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was exempt from federal income taxation under Section 501(c) of the Code and Regulations.

(2) The liability of a director or officer who does not receive compensation from the corporation for his services as such shall not exceed the amount of \$100.00 if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was not exempt from federal income taxation under Section 501(c) of the Code and Regulations.

(3) The liability of a director or officer who receives compensation from the corporation for his services as such shall not exceed the amount of \$100.00.

Section 8. Liability of Directors and Officers Not Eliminated. The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 7 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 9. Definitions. In this Article:

“Director” and “officer” mean an individual who is or was a director or officer of the corporation, as the case may be, or who, while a director or officer of the corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan.

“Individual” includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

“Corporation” means the corporation and any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

“Expenses” includes but is not limited to counsel fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means: (i) when used with respect to a director, the office of director in the corporation; (ii) when used with respect to an officer, the office in the corporation held by him; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the corporation. “Official capacity” does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

“Party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

“Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 10. Provisions Not Exclusive. As authorized by the Virginia Nonstock Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the Virginia Nonstock Corporation Act or other laws of the Commonwealth of Virginia.

ARTICLE VI

FISCAL YEAR

The fiscal year of the corporation shall be an annual accounting period ending on December 31 in each calendar year.

ARTICLE VII

AMENDMENTS

These bylaws may be amended or repealed by the board of directors except to the extent that: (i) this power is reserved exclusively to the members by law or the articles of incorporation; or (ii) the members in adopting or amending particular bylaws provide expressly that the board of directors may not amend or repeal the same. These bylaws may be amended or repealed by the members even though the same also may be amended or repealed by the board of

directors.

ADOPTED: September 28, 2000.

I certify that the foregoing is a true, correct and complete copy of the Bylaws of Centralized Credentials Verification Service, Inc., as unanimously adopted by the Board of Directors on September 28, 2000, pursuant to a properly called meeting.

Dated: November 14, 2000

Warren W. Koontz, MD, Secretary

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