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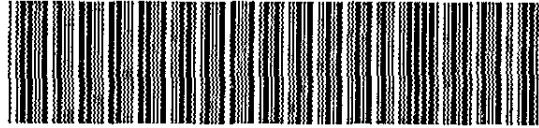
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STATE
PALMHASSEE FLORIDA

g 2/19/04

KALEEL & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW

555 N. CONGRESS AVENUE
SUITE 301
BOYNTON BEACH, FL 33426

TELEPHONE 561-738-1104
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CAROL ANN BERNSTEIN, PARALEGAL

KENNETH M. KALEEL
CAROL L. CROZIER
MARK J. HANNA*

*Also licensed in Pennsylvania & Ohio

February 12, 2004

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

FILED
2004 FEB 16 AM 5:50
TALLAHASSEE FLORIDA
DEPARTMENT OF STATE

Re: JOHN H. LEE, JR., L.M.H.C., P.A.

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with this firm's check in the amount of \$78.75 representing the following charges:

\$70.00 - Filing Fee; and
\$ 8.75 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KALEEL & ASSOCIATES

Kenneth M. Kaleel, Esquire

KMK/kp

Enclosures
cc: Jody Knight

ARTICLES OF INCORPORATION

OF

JOHN H. LEE, JR., L.M.H.C., P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation under Chapter 621 of the laws of the State of Florida.

Article I. Name

The name of the corporation shall be: JOHN H. LEE, JR., L.M.H.C., P.A.

Article II. Nature of Business

The purpose of this corporation is to engage in every aspect of the business of rendering the same professional services to the public that a licensed Mental Health Counselor, duly licensed under the laws of the State of Florida, is authorized to render.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. Principal Office

The principal place of business of this corporation shall be 5600 No. Ocean Blvd, #U-205, Boynton Beach, FL 33435.

Article IV. Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

Article V. Registered Agent

The street address of the initial registered office of the corporation shall be 555 North Congress Avenue, Suite 302, Boynton Beach, Florida 33426, and the name of the initial registered agent of the corporation at that address is Kenneth M. Kaleel, Esquire.

Article VI. Term of Existence

This corporation is to exist perpetually.

Article VII. Officers and Directors

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the

bylaws; however, there shall never be less than one (1) Director nor more than five (5). The name and address of the initial Board of Directors is John H. Lee, Jr., 5000 No. Ocean Blvd. #U-205, Boynton Beach, FL 33435.

Article VIII. Indemnification

This corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporation capacity.

Article IX. Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

Article X. By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders and directors.

Article XI. Informal Shareholder Action

Any actions 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.

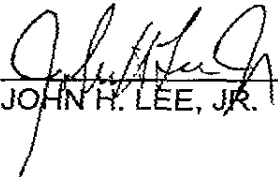
Article XII. Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share directly or indirectly in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith upon such disqualification of any shareholders purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation except that such shares shall not be entitled to dividends.

Article XIII. Incorporator

The name and address of the Incorporator signing these articles is John H. Lee, Jr.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 11th day of February, 2004.



JOHN H. LEE, JR. Incorporator

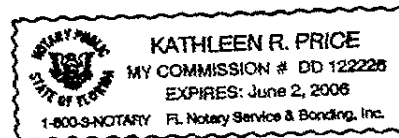
**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN H. LEE, JR., known to me to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforementioned above this 11th day of February, 2004.



Notary Public, State of Florida at Large
My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That JOHN H. LEE, JR., L.M.H.C., P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 5000 North Ocean Blvd., #U-205, Boynton Beach, FL 33435, County of Palm Beach, State of Florida, has named KENNETH M. KALEEL, Esquire, 555 North Congress Avenue, Suite 302, City of Boynton Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



KENNETH M. KALEEL, Registered Agent

DATED: 2-11-04

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2004 FEB 16 AM 5:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA