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FLORIDA PROFIT/NON PROFIT CORPORATION

STRATEGIC COUNSELING, INC.

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ARTICLES OF INCORPORATION

OF

STRATEGIC COUNSELING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be **STRATEGIC COUNSELING, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be 20860 San Simeon Way, Ste 102, North Miami, FL 33179. The mailing address of this corporation shall be P.O. Box 600663, Miami, FL 33160.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a per value of one dollar (\$1.00) per share.

ARTICLE IV: PURPOSE OF CORPORATION

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

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Emmanuel Nwaogbo, 20860 San Simeon Way, Ste 102, North Miami, FL 33179.

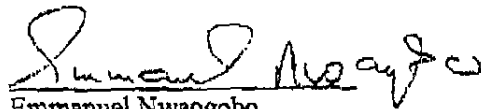
ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

(P, T)
Emmanuel Nwaogbo
20860 San Simeon Way, Ste 102
North Miami, FL 33179

(VP, S)
Christopher Ojomon
20860 San Simeon Way, Ste 102
North Miami, FL 33179

The undersigned incorporator has executed these Articles of Incorporation this 21st day of April, 2009.



Emmanuel Nwaogbo
20860 San Simeon Way, Ste 102
North Miami, FL 33179

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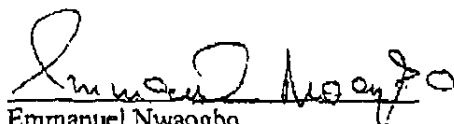
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is **STRATEGIC COUNSELING, INC.**
2. The name and address of the registered agent and office is:

**Emmanuel Nwaogbo
20860 San Simeon Way, Ste 102
North Miami, FL 33179**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Emmanuel Nwaogbo

April 21, 2009
April 21, 2009