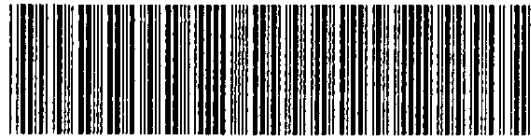


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Katz  
18085 Laurel Valley Rd.  
Ft. Myers, FL 33967



800207301748

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 10 2011

ARTICLES OF INCORPORATION  
OF  
KATZ COUNSELING AND EDUCATIONAL PSYCOLOGY, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows.

ARTICLE I

The nature of business and objects and purpose to be transacted and carried on by this corporation is to conduct as a Counseling business and related activities and to do any and all things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contact or other transaction between the corporation or any other corporation shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or stockholders or officer of offices, individually or jointly may be party or parties to, or interested in any contact or transaction of this corporation, or in which this corporation is interested in and no contact, act or transaction of this corporation with any person or persons, firm or

corporations shall be effected or invalidated by the fact any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contact, act, transaction, or in any way connected with such persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anyway be interested.

## ARTICLE II

The name of the corporation shall be:

KATZ COUNSELING AND EDUCATIONAL PSYCOLGY, INC.

## ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share.

## ARTICLE IV

The principal place of business of this corporation shall be:

18085 Laurel Valley Road  
FT. Myers, Fl 33967

## ARTICLE V

The business of the corporation shall be managed and conducted by a Board Of directors of not less than one (1) nor more than two (2) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one director, and

the name and address of the director is as follows:

Nolan H Katz  
18085 Laurel Valley Road  
Ft. Myers, Fl 33967

#### ARTICLE VI

The street address of the initial principal officer of this corporation is: 18085 Laurel Valley Rd Ft. Myers, Fl 33967 and the name and address of the initial registered agent of this corporation is:

Nolan H Katz  
18085 Laurel Valley Road  
Ft. Myers, Fl 33967

#### ARTICLE VII

The name and address of the person forming this corporation is:

Nolan H Katz  
18085 Laurel Valley Road  
Ft. Myers, Fl 33967

#### ARTICLE VIII

The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-Presidents. The office of any one or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as foresaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-Laws and election of the officers shall be held at the office of the corporation.

IN WITNES WHEREOF, the party hereto set his hand and seal this

5<sup>th</sup> day of May, 2011.

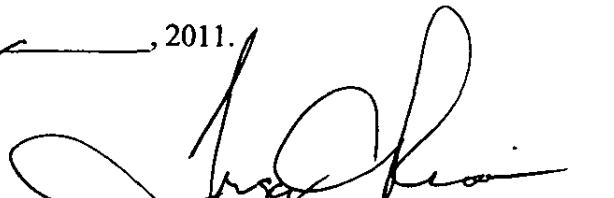
  
Nolan H Katz, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared to me known to the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNES my hand and official seal at Ft. Myers, Fl and State and County this

5/4/11 day of May, 2011.

  
Notary Public  
Tracy A. Rison



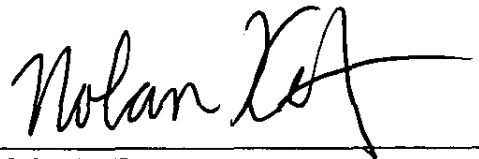
CERTIFICATION OF PLACE OF BUSINESS  
AND DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act: That KATZ COUNSELING AND EDUCATIONAL PSYCHOLOGY, INC. desires to organize under laws of the state of Florida with principal place of business in Ft. Myers, Florida has named Nolan H Katz its agent to accept service of process in this and designates said address as the Registered Office.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

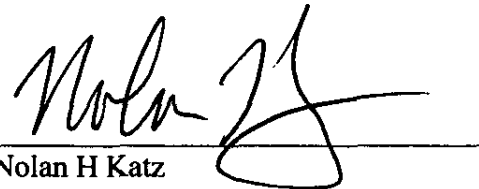
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Nolan H Katz

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.



Nolan H Katz