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LAW OFFICES OF

JOSEPH C. FULLER, P.A.

A Professional Association

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March 7, 1996

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-03/08/96--01083--005
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SENT VIA OVERNIGHT MAIL

RE: DIANE COLONNELLO, L.C.S.W., P.A.

Dear Sir/Madam:

Enclosed is a signed original and one signed copy of the Articles of Incorporation for the above referenced corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees. Please process this at your earliest opportunity and return the certified copies of the Articles of Incorporation to this office. Please note that commencement of corporate existence is designated as March 7, 1996, and the Articles must be filed within five business days in order to secure that date.

Thank you for your assistance. If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

JOSEPH C. FULLER, P.A.

Joseph C. Fuller

FILED
96 MAR -8 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCF/ps
Enclosures

SAB
3/12/96

FILED

ARTICLES OF INCORPORATION
OF
DIANE COLONNELLO, L.C.S.W., P.A.

96 MAR -8 PM 3:32

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed and legally authorized to practice clinical social work in the State of Florida and to perform the services of a clinical social worker in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is **DIANE COLONNELLO, L.C.S.W., P.A.**

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is Suite 103, 1400 Royal Palm Square Boulevard, Fort Myers, Florida, 33919, City of Fort Myers, County of Lee, State of Florida. The name of the initial registered agent of the corporation, located at that office, is Diane Colonnello.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to engage in the practice of clinical social work as a professional corporation and to carry on services incident to the practice of clinical social work. The practice of clinical social work is the sole and exclusive professional service to be rendered by this corporation. Additionally, the corporation shall have the authority to own property, enter into contracts and to carry on a business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation. Professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been duly licensed in, and is duly authorized to practice clinical social work in, the State of Florida.

ARTICLE V**BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose. Following the adoption of bylaws, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE VI**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII**CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VIII**DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation has executed these articles of incorporation at 210 this 7 day of March, 1996.

Diane Colonnello
DIANE COLONNELLO

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared Diane Colonnello, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and who acknowledged to and before me that he/she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 7 day of March, 1996.

Notary Public--State of Florida

DL# C454-178-59-77-10

(sign) Cynthia L. Doragh
(print) Cynthia L. Doragh

My Commission Expires:



**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 STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

DIANE COLONNELLO, L.C.S.W., P.A.
2. The name and address of the registered agent and office is:

Diane Colonnello
Suite 103, 1400 Royal Palm Square Boulevard
Fort Myers, Florida 33919

Having been named as registered agent and to accept service of process for the above-stated corporation at the place stated 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.

DATED: 3/4/96

Diane Colonnello
Diane Colonnello
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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