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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: MICHAEL J. DITOMASSO, PHD, PA

AUDIT NUMBER.....H97000008093

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

Michael J. DiTomasso, PhD, PA

FILED
97 MAY 16 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Michael J. DiTomasso, PhD, PA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 12853 S.W. 150 TERRACE MIAMI, FLORIDA 33186

ARTICLE III PURPOSE

The purpose of this corporation shall be: Psychological counseling.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 shares having an individual par value of \$ 1.00

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1482 West Flagler Street #201
Miami, Florida 33136-2208
(305) 541-2384

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Michael J. DiTomasso 12853 S.W. 150 TERRACE, MIAMI FL 33186

ARTICLE VI BOARD OF DIRECTOR(S)

The name and address of the initial board of directors shall be:

Michael J. DiTomasso 12853 S.W. 150 TERRACE MIAMI FL 33186

Joanne DiTomasso 12853 S.W. 150 TERRACE MIAMI FL 33186

ARTICLE VII OFFICER(S)

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Michael J. DiTomasso 12853 S.W. 150 TERRACE MIAMI FL 33186

VICE PRES.

Joanne DiTomasso 12853 S.W. 150 TERRACE MIAMI FL 33186

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ARTICLE VIII INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation shall be: EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET SUITE 200
MIAMI FLORIDA 33135

The undersigned has (have) executed these Articles of Incorporation
this 16 day of MAY, 1997.

Ray Stormont
Incorporator
RAY C. STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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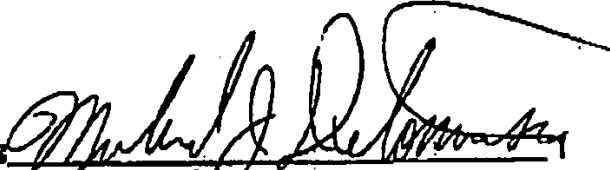
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 601, 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.

First that Michael J. DiTomasso, Ph.D. PA desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named Michael J. DiTomasso, located at Miami, County of Dade, State of Florida, as its agent to accept services of process within this state.

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.

SIGNATURE


Michael J. DiTomasso
Registered Agent

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TALLAHASSEE, FLORIDA

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