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ACCOUNT NO. : 072100000032

REFERENCE : 882112 4303929

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : July 7, 1998

ORDER TIME : 10:28 AM

ORDER NO. : 882112-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Illyce Roth
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

FILED
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DIVISION OF CORPORATIONS
98 JUL -7 PM 1:10

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DOMESTIC FILING

NAME: RONDA FUCHS, PSY. D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CS 7/7/98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RONDA FUCHS, PSY. D., P.A.**

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The undersigned, for purposes of forming a professional corporation under the provisions of §607, the Florida Business Corporation Act (1993) and §621 the Professional Service Corporation Act, (1993), adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be RONDA FUCHS, PSY. D., P.A. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the office of the Corporation is c/o Ronda Fuchs, 975 41st Street, Suite 206, Miami Beach, Florida 33140

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of psychology. The professional services involved in the corporation's practice of psychology may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice psychology in the State of Florida.

The corporation shall not engage in any business other than the practice of psychology. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 975 41st Street, Suite 206, City of Miami, County of Dade, State of Florida 33140, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Ronda Fuchs**.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The name and address of the person who is to serve as the sole member of the initial board of directors is:

Ronda Fuchs
975 41st Street
Suite 206
Miami Beach, FL 33140

ARTICLE VII

The name and address of the Incorporator is Ronda Fuchs, 975 41st Street, Suite 206, Miami Beach, Florida 33140

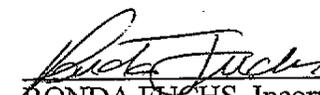
ARTICLE VIII

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent not prohibited by law.

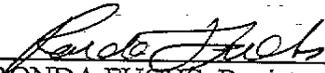
Executed by the undersigned Incorporator on the 30 day of June, 1998.



RONDA FUCHS, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of RONDA FUCHS, PSY. D., P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



RONDA FUCHS, Registered Agent

Dated: June 30, 1998

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