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TEMPLER & HIRSCH
ATTORNEYS AT LAW

20801 Biscayne Blvd., Suite 400
Miami, Florida 33180
Telephone (305) 937-2700

June 22, 1999

Division of Corporations
Dept. of State, Florida
P.O. Box 6327
Tallahassee, FL 32314

400002913104--8
-06/23/99--01046--009
*****78.75 *****78.75

Attn: New Filings

Re: PSYCHOLOGY NETWORK.COM, INC.

Dear Sir or Madam:

Enclosed please find executed articles of incorporation for the PSYCHOLOGY NETWORK.COM, INC. and a check in the sum of \$ 78.75 made payable to your order. Please forward a certified copy of the articles to this office.

If you have any questions, please call anytime.

Respectfully,

TEMPLER & HIRSCH

BY: 
Mark N. Hirsch, Esq.

Encls. stated

FILED
99 JUN 23 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 21 1999

ARTICLES OF INCORPORATION
OF
PSYCHOLOGY NETWORK.COM, INC.

FILED
99 JUN 23 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: PSYCHOLOGY NETWORK.COM, INC.

The principal place of business of this corporation shall be:

PSYCHOLOGY NETWORK.COM, INC.
20801 BISCAYNE BLVD., SUITE 400
MIAMI, FL 33180

ARTICLE II: NATURE OF BUSINESS

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

ARTICLE III: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

2,000,000 @ \$.01 par value

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually from JUNE 23, 1999

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MARK HIRSCH, PRES. AND DIRECTOR
20801 BISCAYNE BOVD, SUITE 400
MIAMI, FL 33180

DANI ITZHAKI, SEC. AND DIRECTOR
20801 BISCAYNE BLVD, SUITE 400
MIAMI, FL 33180

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

MARK HIRSCH, PRES. AND DIRECTOR
20801 BISCAYNE BOVD, SUITE 400
MIAMI, FL 33180

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22ND day of JUNE, 1999.



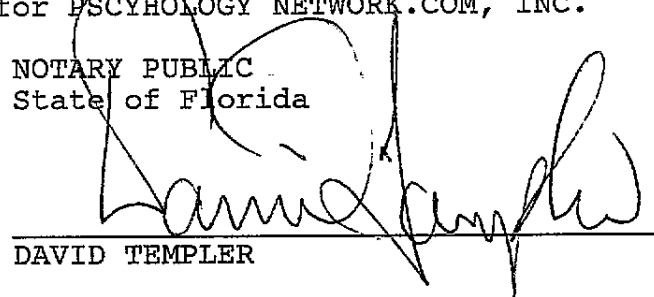
MARK HIRSCH

SIGNATURE ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF DADE

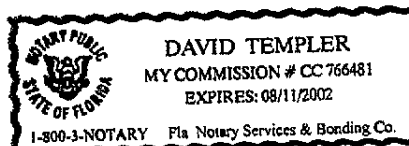
THE FOREGOING instrument was acknowledged and sworn before me this 22ND day of JUNE, 1999, by MARK HIRSCH, who is personally known to me, as incorporator for PSYCHOLOGY NETWORK.COM, INC.

NOTARY PUBLIC
State of Florida



DAVID TEMPLER

My commission expires:



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Florida Statute § 604.0501, 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: **PSYCHOLOGY NETWORK.COM, INC.**

2. The name and address of the registered agent and office is (P.O. Box is not acceptable):

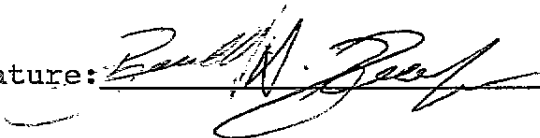
**DAVID DENNIS
20801 BISCAYNE BLVD, # 400
MIAMI, FL 33180**

Signature: 
Corporate officer

Title: PRESIDENT

Date: JUNE 22, 1999

Having been named as Registered Agent and to accept service of process for the above-named 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: 

Date: JUNE 22, 1999