P99881070 Date: 09/02/99

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

Re:

PALAZZO ART GALLERY, INC.

FILED 6: 33
SEP-7 M 6: 33
ECORETARY OF STATE

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Uwe M. Kirschner

Palazzo Art Gallery, Inc. 1002 Kingsway Lane Tarpon Springs, FL 34689 (727) 938-7433

> 200002980132--9 -09/07/99--01123--013 ****122.50 *****78.75

> > 9 m

ARTICLES OF INCORPORATION Of PALAZZO ART GALLERY, INC.

Soft All Soft Con Strains The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: PALAZZO ART GALLERY, INC.

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of engaging in a clinical psychology practice permitted under the laws of the United States and the State of Florida.

ARTICLE IV – CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principle office, if known, or the mailing address of the corporation is:

NAME: Palazzo Art Gallery, Inc. ADDRESS: 1002 Kingsway Lane

Tarpon Springs, FLORIDA ZIP: 34689 CITY:

The name and street address of the Initial Registered Agent of this Corporation is:

Uwe M. Kirschner NAME: ADDRESS: 1002 Kingsway Lane

FLORIDA ZIP: 34689 CITY: Tarpon Springs,

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: Uwe M. Kirschner ADDRESS: 1002 Kingsway Lane

CITY: Tarpon Springs, FLORIDA ZIP: 34689

Peter Breithoff NAME:

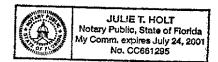
ADDRESS: 162 Sand Key Estates Dr.

FLORIDA ZIP: 33767 CITY: Clearwater,

ARTICLE VII – INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

	Kirschner		
ADDRESS: 1002 Kingsway Lane			
·-··	Springs,	FLORIDA	ZIP: 34689
NAME: Peter B			
ADDRESS: 162 Sar CITY: Clearw	nd Key Estates Dr.	FLORIDA	ZIP: 33767
CITT. Clearw	itel,	FLORIDA	ZIF. 33707
IN WITNESS OF, t Incorporation this			(Seal)
			(Seal)
State of Florida)		
County of Pineller	SS 		
before me, a Notary Publ personally appeared:	c authorized to take ackr	nowledgments in the St	ate and County set forth above,
Uwe M. Kirs	chner	Fla Dives	is license
Peter Breith Signature	<u>o</u>	Fla Drive	ers license.
Signature		Form of Identi	fication
acknowledged before me	that execution of the above named	ted these Articles of Inc person S as indicated of	ticles of Incorporation, who corporation, that I relied upon the opposite each name, and that an and official seal in the County and
	i	Notary Signature Printed Notary Signature	el Stall



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGIESTERED AGENT OF

PALAZZO ART GALLERY, INC.

Pursuant to Florida Statues Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1002 Kingsway Lane, Tarpon Springs, FL 34689 has named Uwe M. Kirschner located at the aforesaid address, as its Registered Agent to accept serviced of process within this state.

ACKNOWLEGEMENT

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(Registered Agent)

99 SEP -7 AM 6: 33
SECRETARY OF STATE
ANASSEE, FLORES