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Date: 09/02/99

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

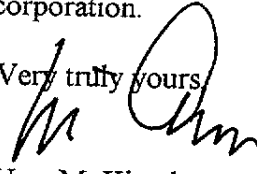
Re: PALAZZO ART GALLERY, INC.

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.

Very truly yours



Uwe M. Kirschner

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

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ARTICLES OF INCORPORATION
Of
PALAZZO ART GALLERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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		
CITY:	Tarpon Springs,	FLORIDA	ZIP: 34689

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

NAME:	Uwe M. Kirschner		
ADDRESS:	1002 Kingsway Lane		
CITY:	Tarpon Springs,	FLORIDA	ZIP: 34689

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
NAME:	Peter Breithoff		
ADDRESS:	162 Sand Key Estates Dr.		
CITY:	Clearwater,	FLORIDA	ZIP: 33767

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

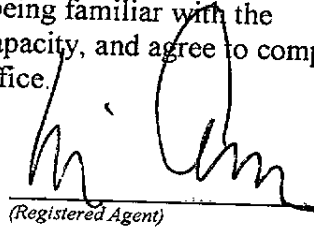
CERTIFICATE OF REGISTERED AGENT OF

PALAZZO ART GALLERY, INC.

Pursuant to Florida Statutes 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.

ACKNOWLEDGEMENT

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)

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TALLAHASSEE, FLORIDA