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ACCOUNT NO. : 072100000032

REFERENCE : 304340 4311473

AUTHORIZATION :

*Patricia Pujant*

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 304340-005

500002121435--3

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 24 PM 3:55

FILED

DOMESTIC FILING

NAME: PSYNERGY PSYCHOLOGICAL  
SERVICES, INC.

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: Michael E. Klunk

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 MAR 24 AM 10:38  
DIVISION OF CORPORATION

K.R. MAR 24 1997

**ARTICLES OF INCORPORATION  
OF  
PSYNERGY PSYCHOLOGICAL SERVICES, INC.**

97  
MAR 24 PM 3:55  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **PSYNERGY PSYCHOLOGICAL SERVICES, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 5221 North Bay Road, Miami Beach, Florida 33140.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of one person. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the sole member of the initial Board of Directors of the Corporation is:

<u>Name</u>	<u>Address</u>
James Cordle	5221 North Bay Road Miami Beach, FL 33140

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Brian J. McDonough

2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

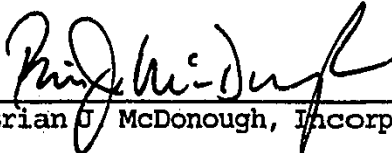
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 20th day of March, 1997.

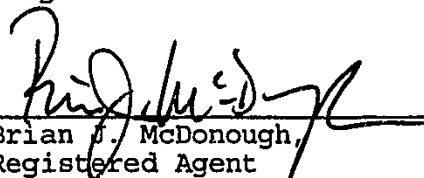
  
Brian J. McDonough, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent  
contained in the foregoing Articles of Incorporation and state that  
I am familiar with and accept the obligations of Section 607.0501  
of the Florida Statutes.

  
Brian J. McDonough,  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA