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CONTACT: JOEL T. STRAWN OR AUDY R. JOHNSTON
PHONE: (561)278-9400 FAX #:
(561)278-9462

NAME: SHARON FRIED-BUCHALTER, PH.D., P.A.
AUDIT NUMBER.....H98000011515
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION

OF

SHARON FRIED-BUCHALTER, Ph.D., P.A.

The undersigned subscriber to these Articles of Incorporation is a psychologist duly licensed to render services as such under the Laws of the State of Florida, and hereby presents these Articles for the formation of a corporation under the Florida Professional Service Corporation and Limited Liability Act, Chapter 621, Florida Statutes.

Article I. - Name

The name of this corporation is:

SHARON FRIED-BUCHALTER, Ph.D., P.A.

Article II. - Purpose

This corporation is organized for the purpose of engaging in the practice of psychology; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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Article III. - Capital Stock

A. The maximum number of shares that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar ($1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Article IV - Commencement
and Term of Existence

The Corporation is to exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Secretary of State for the State of Florida.

Article V - Initial
Registered Office and Agent and Addresses

The initial street address of the Registered Office of this Corporation in the State of Florida will be 4800 Linton Boulevard, Building A-202, Delray Beach, Florida 33445-6506. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is Sharon Fried-Buchalter, Ph.D. The principal office and mailing address of the Corporation is 4800 Linton Boulevard, Building A-202, Delray Beach, Florida 33445-6506.

Article VI - Directors and Officers

A. There shall be a Board of Directors consisting of one to six Directors. The election of Directors and term of office is fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of one member who shall serve until the first annual meeting of shareholders or until his successors shall be elected and qualified. The number of Directors shall never be less than one. The name and street address of the member of the first Board of Directors is:

NAME	ADDRESS
Sharon Fried-Buchalter, Ph.D.	4800 Linton Boulevard Building A-202 Delray Beach, FL 33445-6506

B. The corporation shall be managed by a President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

Article VII - Incorporator

The name and street address of the incorporator who is duly licensed to practice medicine under the laws of the State of Florida to render services as such, is as follows:

NAME	ADDRESS
Sharon Fried-Buchalter, Ph.D.	4800 Linton Boulevard Building A-202 Delray Beach, FL 33445-6506

ARTICLE VIII
RESTRAINT OF ISSUANCE AND ALIENATION OF SHARES

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

B No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

Article IX - Bylaws

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officers of the Corporation shall be prescribed by such By-Laws. The Bylaws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

Article X - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

Article X - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of June, 1998.

Sharon Fried-Buchalter

Sharon Fried-Buchalter, Ph.D.
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Sharon Fried-Buchalter, Ph.D., who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

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5 WITNESS my hand and official seal in the County and State last aforesaid this day of ~~May,~~ June 1998.

(NOTARY SEAL)

Lucy Walker
Notary Public
Print Name: Lucy WALKER

My commission expires: 8-15-00

LUCY M. WALKER
MY COMM. EXPIRES 8/15/00
BONDED BY SERVICE INS.
NO. 00577507
X PERSONALLY KNOWN [ ] OTHER

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

Sharon Fried Buchalter, Ph.D.

Sharon Fried-Buchalter, Ph.D.
Registered Agent

Date: ~~May~~ June 5, 1998

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