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OF COUNSEL

DAVID I. WEISS

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Division of Corporations  
PO Box 6327  
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300003285643-2  
-06/19/00-01107-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of Esperancé Counseling Services, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Esperancé Counseling Services, Inc. In addition, a check in the sum of \$78.75, reflecting the required filing fee, is also included. Please forward the Certificate of Incorporation to the undersigned at your earliest convenience.

If you have any questions regarding the foregoing, please do not hesitate to contact us. Thank you for your courtesy and assistance in this matter.

Very truly yours,

HERZFELD & RUBIN

Michael D. Bon

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MDB/  
Enclosures

Enclosure

T. SMITH JUN 22 2000

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222 LAKEVIEW AVENUE, SUITE 260  
WEST PALM BEACH, FLORIDA 33401  
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ARTICLES OF INCORPORATION OF  
ESPERANCÉ COUNSELING SERVICES, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is ESPERANCÉ COUNSELING SERVICES, INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are:  
To engage in any lawful business.

**FOURTH:** The aggregate number of shares which the corporation shall have the authority to issue is 100 shares, designated as follows:

100 "Common Shares" (\$1.00 par value)

The preferences, limitations and relative rights of the shares shall be as follows:

- A. The initial holders of the Common Shares shall be bound by these Articles of Incorporation. Any subsequent sale, distribution or assignment of shares shall be governed by these Articles of Incorporation.
- B. The holders of the Common Shares shall be entitled to receive, when, as and if declared by the board of directors out of funds legally available therefor, dividends, payable quarterly on the first days of March, June, September and December in each year.

Such dividends on each share of Common Shares shall commence to accrue and be cumulative, whether or not earned or declared, from and after the date of issue of such share.

- C. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the holders of the Common Shares shall be entitled to receive for each share thereof an amount equal to the fair market value of the shares, less the sum of any dividends paid thereon, without interest, before any distribution of the assets of the corporation shall be made.

Thereafter, if any of the Common Shares are outstanding, the holders of the Common Shares shall be entitled to receive all amounts payable thereon in the event of liquidation, dissolution or winding up.

If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the Common Shares shall be

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insufficient to permit the payment to them of all amounts payable thereon, the entire assets shall be distributed ratably among the holders of the Common Shares.

A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets, or any purchase or redemption of shares of the corporation of any class or series, shall not be regarded as a "liquidation, dissolution, or winding up" within the meaning of this paragraph.

- D. The corporation at the option of the board of directors may at any time or from time to time redeem all or any part of the Common Shares then outstanding upon notice duly given as hereinafter provided, by paying for each share thereof an amount determined reasonable by the board of directors, less the sum of any dividends paid thereon, without interest.

In case less than all of the outstanding shares of Common Shares are to be redeemed, the shares to be redeemed shall be selected pro rata or by lot or by such other equitable method as the board of directors may determine.

Notice of redemption of any shares of Common Shares shall be mailed, postage prepaid, to the holders of record of the shares to be redeemed at their respective addresses then appearing on the record of shareholders of the corporation, not less than (15) nor more than (60) days prior to the date designated for such redemption.

If such notice of redemption shall have been duly given, and if on or before the redemption date named therein the funds necessary for such redemption shall have been set aside by the corporation in trust for the account of the holders of the Common Shares so called for redemption so as to be continue available therefor, then, from and after the giving of such notice and the setting aside of such funds, notwithstanding that any certificate for shares of Common Shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, and the holders of such certificate or certificates shall have with respect to such shares no rights in or with respect to the corporation except the right to receive for each share thereof an amount equal to the market value of the shares, less the sum of any dividends paid thereon, without interest, upon the surrender of such certificate or certificates.

- E. The Common Shares may be divided into and issued in series. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes.

The board of directors is vested with authority to divide the Common Shares into series and, within the limitations set forth in these Articles of Incorporation,

fix and determine the relative rights and preferences of the shares of any series so established, but all shares of the same class shall be identical except as to the following relative rights and preferences, as to which there may be variations between different series:

- (1) The rate of dividend;
- (2) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (3) The amount payable upon shares in event of voluntary and involuntary liquidation;
- (4) Sinking fund provisions, if any, for the redemption and purchase of shares;
- (5) The terms and conditions, if any, on which shares may be converted;
- (6) Voting rights, if any.

**FIFTH:** The principal address of the corporation is:

4950 S.W. 75th Lane, Miami, Florida 33143

and the name and address of its initial registered agent is:

Jeffrey B. Shapiro, Esq., 801 Brickell Ave., Ste 1501, Miami, FL 33131

**SIXTH:** The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Helenann Shapiro, 4950 S.W. 75th Lane, Miami, Florida 33143

**SEVENTH:** The name and address of the incorporator is:

Jeffrey B. Shapiro, Esq., 801 Brickell Ave., Ste 1501, Miami, FL 33131

**EIGHTH:** Any vote to approve an amendment to these Articles of Incorporation or to approve any action which would give rise to a "Right to Dissent" under Section 607.1302 of the FL. BUS. CORP. ACT. shall require the affirmative vote of two-thirds of the shares authorized to vote on such matter.

**NINTH:** The Corporation elects to have preemptive rights under Section 607.0630 of the FL. BUS. CORP. ACT.

**TENTH:** All shareholders are allowed to cumulate their votes for directors under Section 607.0728 of the FL. BUS. CORP. ACT.

Dated: June 15, 2000.

BY:   
HELENANN SHAPIRO  
Incorporator

Having been named as registered agent and to accept service of process for the above stated 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.

Date: June 15, 2000

BY:   
JEFFREY B. SHAPIRO  
Registered Agent

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