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06/17/2005 08:39 #006 P.001/003

Division of Corporations

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Account Name : HINES NORMAN & ASSOCIATES, P.L.
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

By His Grace Counseling, P.L.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$125.00

2005 JUN 17 PM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7-1-05

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ARTICLES OF ORGANIZATION FOR FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the professional limited liability company created hereby (the "Company") is **BY HIS GRACE COUNSELING, P.L.**

ARTICLE II - Address

The mailing and street address of the principal office of the Company is:

6505 North Himes Avenue
Tampa, FL 33614

ARTICLE III - Effective Date

The Company shall be effective as of July 1, 2005.

ARTICLE IV - Nature of Business

The general nature of business to be transacted by the Company, or the objects or purposes of the Company, shall be as follows:

- (a) To engage solely and specifically in the business of mental health counseling for individuals and families.
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
- (d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations and professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE V - Management

The Company shall be managed by one or more managers, and the name and address of all of the managers shall be maintained by the Company and kept with its business records.

ARTICLE VI - Membership Units

The total number of membership units authorized to be issued by the Company shall be 10,000 units. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the managers of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

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ARTICLE VII - Ownership

The names and addresses of the members of the Company shall be maintained by the Company and kept with its business records.

ARTICLE VIII - Admission of Additional Members

The members may admit additional members in accordance with the operating agreement pertaining to the Company. However, no individual may be admitted as a member unless such individual is duly licensed and otherwise legally authorized to render mental health counseling for individuals and families, and no entity may be admitted as a member unless such entity is a professional service corporation or a professional limited liability company that is duly licensed or otherwise legally authorized to render mental health counseling for individuals and families through one or more duly licensed mental health counselors.

ARTICLE IX - Right of Members to Continue Business

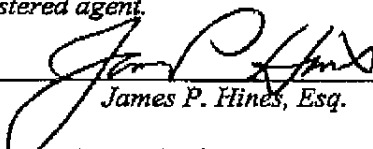
The remaining member or members of the professional limited liability company, if any, shall be entitled to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the professional limited liability company.

ARTICLE X - Registered Agent, Registered Office, and Resident Agent's Signature

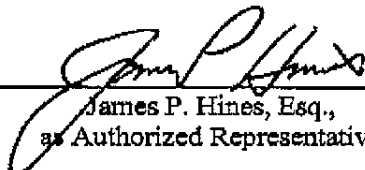
The name and the Florida street address of the registered agent are:

James P. Hines, Esq.
Hines Norman & Associates, P.L.
315 South Hyde Park Avenue
Tampa, Florida 33606

Having been named as registered agent and to accept service of process for the above-named limited liability company 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.


James P. Hines, Esq.

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.


James P. Hines, Esq.,
as Authorized Representative

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