

AFFORDABLE LEGAL CLINIC, INC.

426 E. Highway 434 • Winter Springs, Florida 32708

Post Office Box 180292 • Casselberry, Florida 32718-0292

Telephone: (407) 327-5297 • Facsimile: (407) 327-8444 • e-mail: rainbow@lag.net

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10, 2001

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-6327

Re: COUNSELING AND BEHAVIOR MANAGEMENT CONSULTANTS, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- COUNSELING AND BEHAVIOR MANAGEMENT CONSULTANTS, INC.

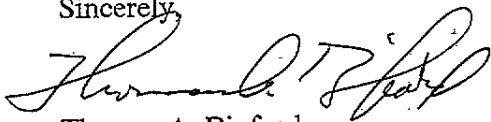
Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing fee	\$35
Registered Agent's Designation	<u>35</u>
TOTAL	\$70.00

Please send the duplicates of the Articles of Incorporation and Registered Agent's Certificate to Affordable Legal Clinic, Inc., 426 E. Hwy 434, Winter Springs, Florida 32708.

Your cooperation in this matter is appreciated.

Sincerely,


Thomas A. Binford

Enclosures

TAB:rr

C. BLALOCK SEP 18 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
**COUNSELING AND BEHAVIOR MANAGEMENT
CONSULTANTS, INC.**

ARTICLE 1. NAME.

The name of this non-profit Corporation is COUNSELING AND BEHAVIOR MANAGEMENT CONSULTANTS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.

The principal place of business and the mailing address of this corporation shall be: 181 Bush Loop, Sanford, Florida 32773.

ARTICLE III. PURPOSE.

The specific purpose for which the corporation is organized is for counseling and behavior management and ancillary purposes. This Corporation is organized to transact and carry on any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS.

The manner of election of directors shall be specified and stated in the corporation by-laws.

ARTICLE V. LIMITATION OF CORPORATE POWERS.

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The street address and mailing address of the initial registered agent of this Corporation is 312 Dublin Drive, Lake Mary, Florida 32746. The principal street address of the Corporation is 181 Bush Loop, Sanford, Florida 32773. The principal mailing address of the Corporation is 5181 Bush Loop, Sanford, Florida 32773. The name and address of the initial registered agent of this Corporation is STEPHEN P. NELSON, 312 Dublin Drive, Lake Mary,

Florida 32746.

ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:
STEVEN P. NELSON, 312 Dublin Drive, Lake mary, Florida 32746.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation on this 31 day of AUG., 2001.

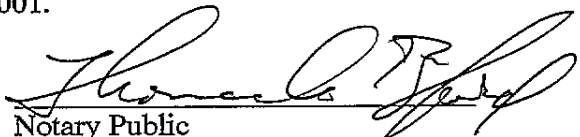

STEPHEN P. NELSON

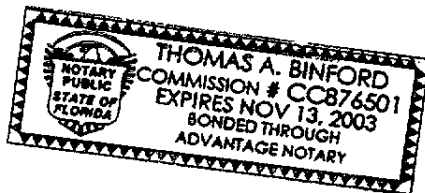
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer
duly authorized to administer oaths and take acknowledgments, STEPHEN P. NELSON, to me
well known to be the person described in and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he executed the same freely and voluntarily and
for the purposes therein expressed. STEPHEN P. NELSON presented FL. DR. LIC.
N425-795-52-417-0 as identification.

WITNESS my hand and official seal at Winter Springs, County of Seminole,
State of Florida, this 31 day of AUG., 2001.


Notary Public



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CERTIFICATE OF REGISTERED AGENT
FOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**COUNSELING AND BEHAVIOR MANAGEMENT
CONSULTANTS, INC.**

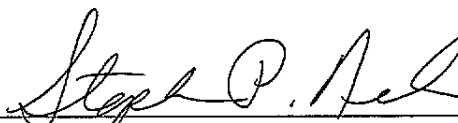
DESIGNATION

I, STEPHEN P. NELSON, as the Incorporator named in the Articles of Incorporation of COUNSELING AND BEHAVIOR MANAGEMENT CONSULTANTS,, INC., a corporation for non-profit, hereby designate STEPHEN P. NELSON as Registered Agent for the service of process within the State of Florida for COUNSELING AND BEHAVIOR MANAGEMENT CONSULTANTS,, INC. The street address and mailing address of the initial registered agent of this Corporation is 312 Dublin Drive, Lake Mary, Florida 32746. The principal street address of the Corporation is 181 Bush Loop, Sanford, Florida 32773. The principal mailing address of the Corporation is 181 Bush Loop, Sanford, Florida 32773. The name and address of the initial registered agent of this Corporation is STEPHEN P. NELSON, 312 Dublin Drive, Lake Mary, Florida 32746. This designation is made in conformity with Florida Statutes Sections 48.091 and 607.1501 - .1505.


STEPHEN P. NELSON

ACCEPTANCE

I, STEPHEN P. NELSON, doing business at the street address of 181 Bush Loop, Sanford, Florida 32773, do hereby consent to my appointment as Registered Agent for the service of process upon COUNSELING AND BEHAVIOR MANAGEMENT CONSULTANTS, INC., a Florida corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 48.091 and 607.1501 - .1505.


STEPHEN P. NELSON