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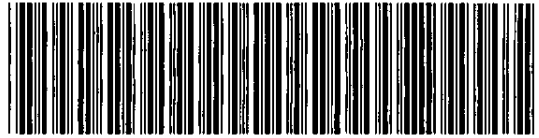
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 11 PM 2:46

Restated Articles
CC
@ 4.15.08

Tampa Bay Institute for Psychoanalytic Studies, Inc.
14043 North Dale Mabry Highway
Tampa, Florida 33618
813-908-5080

April 1, 2008

Re: Document Number N05000008039

Dear Sir or Madam:

Please find enclosed the "Restatement of the Articles of Incorporation" with amendment of articles for the Tampa Bay Institute for Psychoanalytic Studies, Inc. and a check for \$35.00.

We would also like to request a certified copy of the Restatement of the Articles of Incorporation and have enclosed a check for \$8.75 for the required fee.

Should you require any additional information to complete the filing of this Restatement, I can be reached at (813) 857-9055 or by email at HAPyle@aol.com.

Thank you for your assistance with this matter.

Sincerely,



Heather A. Pyle, Psy.D.
Treasurer
Tampa Bay Institute for Psychoanalytic Studies

Officers 2008

Nancy Brehm, Ph.D.
Secretary

Lycia Alexander-Guerra, M.D.
President

Heather Pyle, Psy.D.
Treasurer

Restatement of the Articles of Incorporation
In Compliance with Chapter 617, F.S., (Not for Profit)

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DIVISION OF CORPORATIONS
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TAMPA BAY INSTITUTE FOR PSYCHOANALYTIC STUDIES, INC.

(A Florida Not For Profit Corporation)

The Tampa Bay Institute for Psychoanalytic Studies, Inc. was originally filed with the Office of Secretary of State of Florida on August 5, 2005 and amended on September 2, 2005. This Restatement of the Articles restates and amends certain provisions of the original Articles and has been duly adopted by a resolution of the majority of the Board of Directors.

ARTICLE I

Name and Corporate Seal

1. The name of this organization shall be Tampa Bay Institute for Psychoanalytic Studies, Inc. (the Institute), a Florida not-for-profit corporation.
2. The Board of Directors may adopt and alter the seal of the Corporation.

ARTICLE II

3. The principal office of the Tampa Bay Institute for Psychoanalytic Studies shall be 14043 North Dale Mabry Highway, Tampa, Florida 33618, or at such other location within the state of Florida as the Board shall from time to time determine. This shall also be the address of the initial registered office of the corporation. The Institute may also have offices at such other places as the Board of Directors may determine.

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The corporation is a not for profit corporation. The purposes and objectives of the corporation are:

1. To establish and maintain an institution of learning in the field of psychoanalysis, psychoanalytic psychotherapy, and related disciplines,

2. To conduct training of qualified persons in psychoanalysis, psychoanalytic psychotherapy, and related disciplines,
3. To foster the integration of psychoanalysis with medicine, psychology, social work, and related disciplines.
4. To disseminate psychoanalytic educational and research knowledge to members of the psychoanalytic profession, mental health professionals, academic scholars, representatives of related disciplines, and the general public. As much as possible, this knowledge shall be shared to the public through lectures, brochures, and publications available in libraries,
5. To encourage research and new knowledge in psychoanalysis the outcome of which is to be shared with the general public through brochures, lectures, and publications available in libraries, and,
6. To offer educational programs and treatment to the general public through referrals for low-cost treatment.

ARTICLE V

Any person who volunteers to perform any service for the corporation, including an officer or director of the corporation, without compensation, except reimbursement for actual expenses, shall incur no civil liability for any act or omission by such person which results in personal injury or property damage if:

- (A) Such person was acting in good faith within the scope of any official duties performed under such volunteer service and such person was acting as an ordinarily reasonable prudent person would have acted under the same or similar circumstances; and
- (B) The injury or damage was not caused by any wanton or willful misconduct on the part of such person in the performance of such duties.

For the purposes of this act, the term "compensation" does not include a stipend as provided by the Domestic Service Volunteer Act of 1973, as amended (Pub. L. No. 93-113), or other financial assistance, valued at less than two-thirds of the federal hourly minimum wage standard, paid to a person who would otherwise be financially unable to provide the volunteer service.

ARTICLE VI

The Board of Directors may create one or more advisory council(s) to act in an advisory and supportive capacity to the Institute and its Board of Directors, and to assist in projects approved by the Board of Directors.

The objectives of such an advisory council may be:

- (A) To serve as advisors to the Board.

- (B) To advocate and encourage or conduct projects of the Board.
- (C) To actively solicit support for the Institute and awareness of the purposes of the Institute.
- (D) To plan and produce other programs, projects, and other functions to raise funds for expenses not otherwise provided for in the regular budget.

An advisory council shall serve in an advisory capacity only and shall not have the power to bind the Institute or control or direct the Institute. An advisory council shall operate only under authority granted to it by the Board of Directors as shall be set out by written resolution of the Board of Directors.

ARTICLE VII

Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of the Initial Directors shall be seven (7); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The corporation must never have fewer than three (3) directors.

Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.

The names and addresses of the Initial Directors are:

Lycia Alexander-Guerra, M.D.	14206 Banbury Way Tampa, Florida 33624
Horacio Arias, M.D.	1502 Cherrywood Avenue Tampa, Florida 33613
Nancy Brehm, Ph.D.	307 First Street NE Saint Petersburg, Florida 33701
Heather Pyle, Psy.D.	16845 Hawkridge Road Lithia, Florida 33547
Arnold Schneider, Ph.D.	55 Rogers Street, #506 Clearwater, Florida 33756
Edward Stein, M.D.	2400 South Trask Tampa, Florida 33629
Kim Vaz, Ph.D.	6902 Lakeshore Drive Tampa, Florida 33620

The foregoing were duly adopted by the Board of Directors, in accordance with the bylaws and not requiring Member approval, as the Restatement and Amendment of the articles of Incorporation of the Tampa Bay Institute for Psychoanalytic Studies, Inc., a not for profit charitable corporation under the laws of Florida, on March 28, 2008. Upon the filing of these Restated Articles by the Secretary of State of Florida, the original Articles, as theretofore amended, shall be superseded, and thenceforth the Restated Articles shall be the Articles of Incorporation of the Institute.

Lycia Alexander-Guerra MD

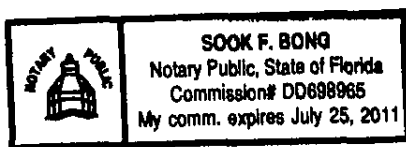
Lycia Alexander-Guerra, M.D.
President

Nancy Brehm, Ph.D.

Nancy Brehm, Ph.D.
Secretary

State of Florida
County of Hillsborough

The forgoing instrument was acknowledged before me this 28th day of March, 2008 by Lycia Alexander-Guerra, M.D., who has produced FLORIDA Driver license as identification.



[Signature]
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated not for profit corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto, on this 28 day of March, 2008.

Lycia Alexander-Guerra

Lycia Alexander-Guerra
Registered Agent