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PLEASE REPLY TO:

PALM BEACH OFFICE

January 19, 1998

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Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: Southeast Florida Foundation For Psychoanalysis, Inc.

To whom it may concern:

Please find enclosed for filing the Articles of Incorporation for Southeast Florida foundation for Psychoanalysis, Inc., in duplicate.

In addition you will find our check in the amount of \$122.50 to cover the filing fee designation of Registered Agent and Certification fee.

Please file the original, stamp the copy and return it to our office using the enclosed stamped envelope.

Thank you for your assistance. If you should have any questions, please feel free to call.

Very truly yours,


Mireille M. Faris
Legal Assistant

/mmf
enc.

FILED
JAN 21 1998
TALLAHASSEE, FLORIDA
DIVISION OF STATE
RECORDS

22-22-1

**ARTICLES OF INCORPORATION
OF**

SOUTHEAST FLORIDA FOUNDATION FOR PSYCHOANALYSIS, INC.

FILED
98 JAN 21 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is: SOUTHEAST FLORIDA FOUNDATION FOR PSYCHOANALYSIS, INC. (the "FOUNDATION"). The initial principal address of the corporation is: 12860 Marsh Pointe Way, Palm Beach Gardens, FL 33418.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

The purpose or purposes for which the corporation is organized are:

A. To receive and administer funds exclusively for charitable, scientific, religious, or literary purposes within the meaning of Section 501(c)(3) of the Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value. References to provisions of the "Code" in these Articles of Incorporation are references to the provisions of the United States Internal Revenue Code of 1986, as amended, and as it may hereafter be amended, as well as to corresponding provision of any future federal tax laws of the United States.

B. To promote charitable, scientific, religious, or literary activities; in furtherance of these purposes, in the discretion of the Board of Directors, to make donations, gifts, contributions, and loans without interest out of its net income or assets, or both (without limit as to the amount going to any one recipient, or, in the aggregate, to all recipients).

C. To acquire, receive, purchase, or take by gift, grant, devise, bequest or otherwise, any real, personal or mixed property, or any interest therein, of every kind and description, wheresoever the same may be situated, from any source, and without limit as to the amount, including without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, debentures, bonds, securities including the stocks, bonds, debentures, or other securities of any donor, bills, notes, claims or any evidence of indebtedness, and any interest in any property which may be necessary or convenient for the conduct of the FOUNDATION, and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise dispose of the same; to borrow money from any person, firm or corporation and to issue notes of obligations of the FOUNDATION from time to time for any of the objects or purposes of the FOUNDATION and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the FOUNDATION without limit as to amount; and to have one or more officers carry on the operations and exercise the powers of the FOUNDATION.

D. To dispose of any property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the FOUNDATION without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, or these Articles of Incorporation, the By-Laws of the FOUNDATION, or any applicable law.

E. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers.

ARTICLE IV.

A. It is the intention of the FOUNDATION at all times to qualify and remain qualified as exempt from tax under Section 501(c)(3) of the Code.

B. The FOUNDATION shall not be operated for profit, and no part of the net earnings of the FOUNDATION shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the FOUNDATION, or any private individual (except that reasonable compensation may be paid for services rendered to the FOUNDATION and payments and distributions may be made in furtherance of the Foundation's purposes), and no member, trustee, director, or officer of the FOUNDATION or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the FOUNDATION.

C. Except as may otherwise be permitted by the Code and the laws of the State of Florida, no substantial part of the activities of the FOUNDATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participation or intervention in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V.

A. Notwithstanding any other provision of these Articles of Incorporation, for any year during which the FOUNDATION may be a "private foundation" within the scope of Section 509 of the Code.

1. The FOUNDATION will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

2. The FOUNDATION will not engage in any act of self-dealing as defined in section 4941 (d) of the Code.
3. The FOUNDATION will not retain any excess business holdings as defined in Section 4943 (c) of the Code.
4. The FOUNDATION will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The FOUNDATION will not make any taxable expenditures as defined in Section 4945 (d) of the Code.

B. Notwithstanding any other provision of these Articles of Incorporation, the FOUNDATION shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code, or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code.

ARTICLE VI.

The number of members of the corporation, the qualifications for members and the manner of their admission shall be stated in the By-Laws of the corporation, but in no event shall the number of members be less than one (1). Members of the corporation shall be appointed annually by the Board of Directors.

ARTICLE VII.

The street address and city of the initial registered office of the corporation are: 12860 Marsh Pointe Way, Palm Beach Gardens, FL 33418; and the name of the initial registered agent at such address is Steven Hern.

ARTICLE VIII.

The number of the directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

INITIAL MEMBER NAME

ADDRESS

Linda Sherby

4800 N. Federal Highway
Suite 203A
Boca Raton, FL 33431

Antonio Virsida

370 W. Camino Gardens Blvd.
Suite 106
Boca Raton, FL 33432

Stephen Corn

3332 NE 29th Avenue
Lighthouse Pt., FL 33064

The directors shall be elected as provided in the By-Laws.

ARTICLE IX.

This corporation is organized under a non-stock basis.

ARTICLE X.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Code or corresponding section of any prior or future law, or to the Federal, State, or Local government exclusively for public purpose.

ARTICLE XI.

The name and address of the incorporator is:

NAME

ADDRESS

Steven Hein

12860 Marsh Pointe Way
Palm Beach Gardens, FL 33418

Dated:

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator:

Steven Heine
STEVEN HEIN

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of ~~December~~ ^{January}, 1998, by STEVEN HEIN, who is personally known to me who did / did not take an oath.

Frank T. Plette
NOTARY PUBLIC

(Name of Notary / Printed or Typed)

My Commission Expires:

(SEAL)



Frank T Plette
My Commission CC577785
Expires Nov. 29, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SOUTHEAST FLORIDA FOUNDATION FOR PSYCHOANALYSIS, INC.

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

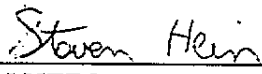
1. The name of the corporation is: SOUTHEAST FLORIDA FOUNDATION FOR PSYCHOANALYSIS, INC.
2. The name and address of the registered agent and registered office

Steven Hein
12860 Marsh Pointe Way
Palm Beach Gardens, FL 33418

FILED
98 JAN 21 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

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.



STEVEN HEIN
Registered Agent