



ANTHONY M. LAWHON
MICHAEL G. MOORE
FLOYD S. YARNELL

Re: New Filing: Naples Psychiatric and Counseling Services, Inc.

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with a check in the amount of \$70.00 for Naples Psychiatric and Counseling Services, Inc.

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A *****70.00 *****70.00

Parrish, White, Lawhon & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Ste D.
Naples, Florida 34109

PARRISH, WHITE, LAWHON & MOORE, P.A.

Michael G. Moore

cc: Dr. James Halikas, via hand delivery

FILED
00 JAN 18 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 25 2000

ARTICLES OF INCORPORATION
OF
NAPLES PSYCHIATRIC AND COUNSELING SERVICES, INC.

FILED
00 JAN 18 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is: NAPLES PSYCHIATRIC AND COUNSELING SERVICES, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to provide psychiatric and counseling support services, as well as to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

Authorized shares

Number: The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Class A Common Stock.

Voting Rights: Of the 2000 Class A Common Shares authorized, 1000 of these shares will entitle the holder to 1 vote per share; the remaining 1000 shares will be non-voting.

Par Value: Each share shall have a stated par value of \$1.00.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: Parrish, White, Lawhon & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Jon D. Parrish.

ARTICLE VI

The name and address of the initial Incorporator are:

Michael G. Moore
Parrish, White, Lawhon & Moore, P.A.
2171 Pine Ridge Road, Ste D
Naples, Florida 34109

ARTICLE VII

The address of the principal office is: 2335 North Tamiami Trail, Suite 205, Moorings Professional Building, Naples, Florida 34103.

ARTICLE VIII


The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE IX

The corporation shall initially have one (1) director. The number of directors may be amended or modified, through the corporation's Bylaws. The name and address of the initial director of the corporation is:

Dr. James Halikas
783 Tramore Lane
Naples, Florida 34108

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at
Naples, Collier County, Florida on this 14 day of January, 2000.



Michael G. Moore, Incorporator

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, 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.

One: The name of the corporation is NAPLES PSYCHIATRIC AND COUNSELING SERVICES, INC.

2335 North Tamiami Trail
Suite 205
Naples, Florida 34103

Two: The name and address of the Registered Agent is:

Jon D. Parrish
c/o Parrish, White, Lawhon & Moore, P.A.
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

Executed this 14 day of January, 2000.



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.



Jon D. Parrish

14 January '00

Date