

Frank M. Scruby

Attorney at Law

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Orange Park, Florida 32067-1000

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February 21, 2000

PO0000021728

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

200003146412--4  
-02/24/00--01064--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: McBee Counseling Services, Inc.


Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one copy.

We are enclosing our check in the amount of \$122.50, covering:

\$ 35.00 - filing fee  
35.00 - Certificate Designating Registered Agent  
52.50 - Certified Copy  
\$122.50

Very truly yours,

  
Frank M. Scruby

FILED  
00 FEB 24 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-2  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**McBEE COUNSELING SERVICES, INC.**

FILED  
00 FEB 24 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I. Name: The name of this corporation is McBee Counseling Services, Inc.

Article II. Duration: This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article III. Purpose: This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

Article IV. Capital Stock: This corporation is authorized to issue one hundred (100) shares of the par value of One Dollar (\$1 .00) per share common stock.

Article V. Pre-Emptive Rights: Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI. Principal Office: The principal office and registered office of this corporation shall be 1279 Kingsley Avenue, Suite 119, Orange Park, FL 32073.

Article VII. Initial Registered Agent: The name and address of the initial registered agent of this corporation is:

Frank M. Scruby  
1279 Kingsley Avenue, Suite 119  
Orange Park, FL 32073

Article VIII. Initial Board of Directors: This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time in accordance with the bylaws of the corporation. The names and addresses of the initial directors are as follows:

Frank M. Scruby  
1279 Kingsley Avenue, Suite 119  
Orange Park, FL 32073

David K. MacCulley  
2372 N. A1A  
Indialantic, FL 32903

Article IX. Incorporator: The name and address of the person signing these Articles is:

Frank M. Scruby  
1279 Kingsley Avenue, Suite 119  
Orange Park, FL 32073

Article X. Indemnification. The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 21 day of February, 2000.

  
FRANK M. SCRUBY

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 21 day of February, by FRANK M. SCRUBY who is personally known to me and did take an oath.

*Darlene Pangburn*  
DARLENE PANGBURN  
Notary Public




FILED  
00 FEB 24 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

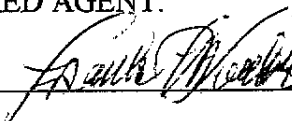
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is McBee Counseling Services, Inc.
2. The name and address of the registered agent and registered office is:

Frank M. Scruby  
1279 Kingsley Avenue, Suite 119  
Orange Park, FL 32073

  
\_\_\_\_\_  
FRANK M. SCRUBY  
Director  
Feb. 21, 2000

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.

  
\_\_\_\_\_  
Feb 21, 2000