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CIRCUIT MEDIATOR

1259 SOUTH MYRTLE AVENUE
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March 16, 2000

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FILED
00 MAR 20 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

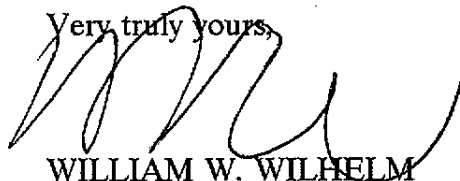
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*****70.00 *****70.00

Re: Gray Area Counseling Services, Inc.

Gentlemen:

Enclosed are the original Articles of Incorporation for Gray Area Counseling Services, Inc., together with my trust check No. 2229 to cover the filing fee. Please forward the Certificate of Incorporation to my office.

Very truly yours,



WILLIAM W. WILHELM

WW/sa
Enclosure

F. CHESLER

MAR 24 2000

**ARTICLES OF INCORPORATION
OF
GRAY AREA COUNSELING SERVICES, INC.**

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TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is GRAY AREA COUNSELING SERVICES, INC..

ARTICLE II

The general nature of the business to be transacted by this corporation is to provide general counseling services, and any other activities or business permitted under the Laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of

corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

The authorized capital stock of this corporation shall be 500 shares at \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars.

ARTICLE V

Management of the corporation shall be by the stockholders rather than a Board of Directors.

ARTICLE VI

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII

The stock of this corporation is intended to qualify with the requirement of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers and officials to accomplish this compliance.

ARTICLE VIII

The principal place of business of the corporation shall be located at Slip 17, 850 Bayway Boulevard, Clearwater, Florida 33767.

ARTICLE IX

The name and address of each subscriber to these Articles and the name of the stockholder are:

GARY R. GRAY
Post Office Box 3638
Clearwater Beach, Florida 33767

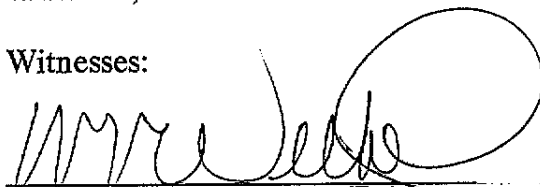
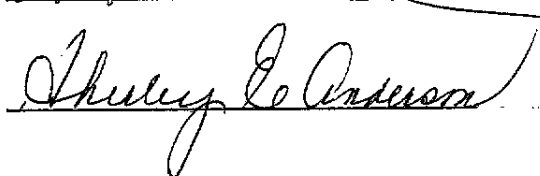
ARTICLE X


The name and address of the officers of this corporation are:

GARY R. GRAY
Post Office Box 3638
Clearwater Beach, Florida 33767

IN WITNESS WHEREOF, we have hereunto set our hands and seals this ____ day of March, 2000.

Witnesses:

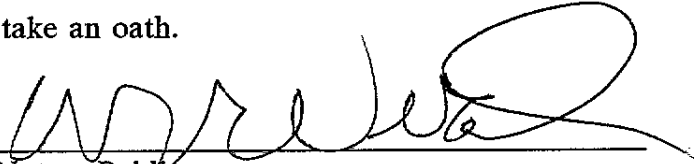





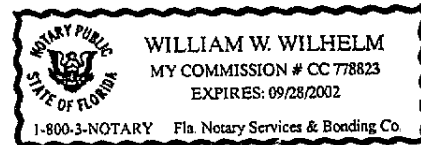
GARY R. GRAY

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of March, 2000, by
GARY R. GRAY, who is personally known to me (or who has produced _____
_ as identification) and who did (did not) take an oath.



Notary Public
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: GRAY AREA COUNSELING SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation, in the City of Clearwater, Florida, has named GARY R. GRAY located at Slip 17, 850 Bayway Boulevard, Clearwater, Florida 33767 as its agent to accept service of process in the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


GARY R. GRAY

00 MAR 20 PM 3:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED