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ACCOUNT NO. : 072100000032

REFERENCE : 700273 80361C

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : May 17, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 700273-005

CUSTOMER NO: 80361C

CUSTOMER: Edward L. Wotitzky, Esq
WOTITZKY, WOTITZKY, MIZELL,
WOTITZKY, WOTITZKY, MIZELL,
223 Taylor Street

Punta Gorda, FL 33950

DOMESTIC FILING

NAME: GONZALEZ & GALLEG0, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kari Renfroe

2555

1000-12882

EXAMINER'S INITIALS:

2000003255682-9
-05/17/00--01043-019
*****78.75 *****78.75

RECEIVED
00 MAY 17 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FILED
00 MAY 17 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

† BROWN MAY 18 2000



RESUBMIT
Please give original
filing date as file date.

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GONZALEZ & GALLEGOS, P.A.
Ref. Number: W00000012882

We have received your document for GONZALEZ & GALLEGOS, P.A.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 900A00027925

RECEIVED
00 MAY 18 AM 10:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
GONZALEZ & GALLEGU, P.A.**

FILED
00 MAY 17 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of and perform services as mental health professionals in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability act, and adopt the following Articles of Incorporation for the corporation:

**ARTICLE I
NAME**

The name of the corporation is Gonzalez & Gallego, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 2495 Caring Way, City of Port Charlotte, County of Charlotte, State of Florida 33952. The name of the initial registered agent of the corporation, located at that office, is Jose M. Gonzalez-Canal.

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these Articles.

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to practice the profession of and perform services as mental health professionals.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be a single class of common stock.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe

for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE VII CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida

ARTICLE VIII INCORPORATORS

The name and street address of each person signing these Articles of Incorporation as an incorporator is:

Jose M. Gonzalez-Canal
3835 Paola Drive
Punta Gorda, Florida 33950

Manuel F. Gallego
1104 San Mateo Drive
Punta Gorda, Florida 33950

ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

Jose M. Gonzalez-Canal
3835 Paola Drive
Punta Gorda, Florida 33950

Manuel F. Gallego
1104 San Mateo Drive
Punta Gorda, Florida 33950

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

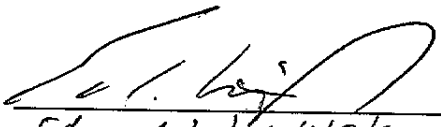
ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification hereunder shall continue to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

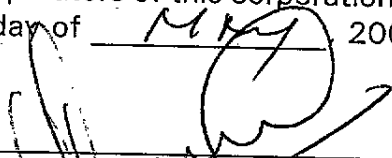
ARTICLE XI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

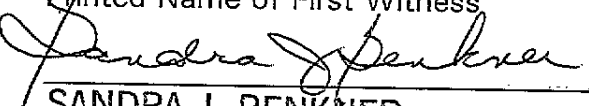
IN WITNESS WHEREOF, the undersigned incorporators of this corporation have executed these Articles of Incorporation this 5 day of MAY 2000.



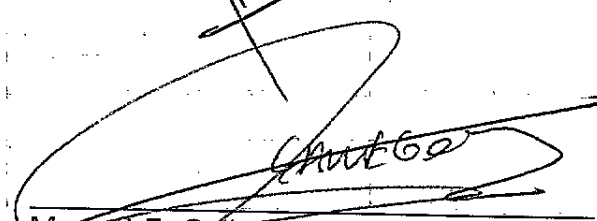
Edward L. Wolitzky
Printed Name of First Witness



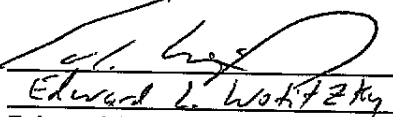
Jose M. Gonzalez Canal



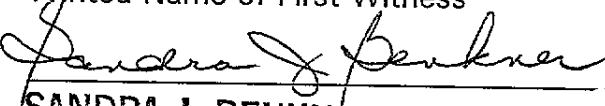
SANDRA J. BENKNER
Printed Name of Second Witness



Manuel F. Gallego



Edward L. Wolitzky
Printed Name of First Witness



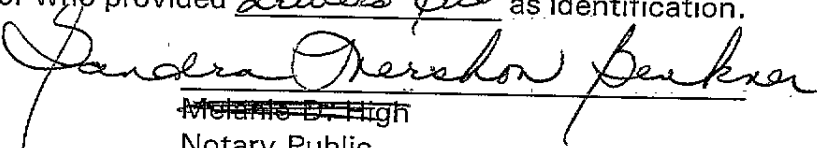
SANDRA J. BENKNER
Printed Name of Second Witness

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 15th day of May, 2000 by JOSE M. GONZALEZ-CANAL and MANUEL F. GALLEGU, who are personally known to me or who provided drivers licenses as identification.



Sandra Mershon Benkner
MY COMMISSION # CC651240 EXPIRES
July 30, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



Melanie D. High
Notary Public
~~Commission Number CC 321218~~
~~My Commission Expires March 22, 2004~~

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

FILED
00 MAY 17 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with § 48.091 Fla. Stat., the following is submitted:

Gonzalez & Gallego, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2495 Caring Way, Port Charlotte, Charlotte County, Florida, has designated Jose M. Gonzalez-Canal, _____ as its agent to accept service of process within this state.

Gonzalez & Gallego, P.A.

By: _____

Jose M. Gonzalez-Canal

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

Jose M. Gonzalez-Canal