

GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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WEST PALM BEACH, FLORIDA 33407

MARK M. GRIECO

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TRANSMITTAL LETTER

December 8, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Counseling Centre, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,

Mark M. Grieco

Mark M. Grieco

enclosures

FILED
00 DEC 11 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
COUNSELING CENTRE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Counseling Centre, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 222 Palm Court, Delray Beach, FL 33444.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Mark M. Grieco, Esq. and the address is 3109 45th Street, West Palm Beach, FL 33407.

ARTICLE V INCORPORATOR

The name and address of the person signing these Articles is as follows:

Elizabeth Anne Marie Taparros 222 Palm Court
Delray Beach, FL 33444

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial director of this Corporation is as follows:

Elizabeth Anne Marie Taparros 222 Palm Court
Delray Beach, FL 33444

ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 4 day of December 2000.

Elizabeth A. Caputo
Signature/Title

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ELIZABETH A. CAPUTO known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 4th day of DECEMBER 2000.

(NOTARY SEAL)

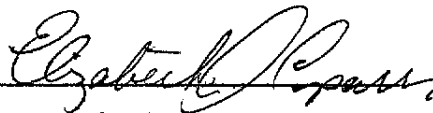
Evelyn P. Colon
Notary Public
State of Florida
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.507, Florida Statutes, the undersigned limited liability company, 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 limited liability company is: Counseling Centre, Inc.
2. The name and address of the registered agent and office is:

Mark M. Grieco, Esq.
3109 45th Street
West Palm Beach, FL 33407

Signature 
Title: President

Date:

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.

Signature 

Date: 12-2-00

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00 DEC 11 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA