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LAW OFFICES OF
BARRY A. DIAMOND, P.A.
CORAL SPRINGS COMMERCE CENTRE
9728 WEST SAMPLE ROAD * POST OFFICE BOX 8824
CORAL SPRINGS, FLORIDA 33065

FILED

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BROWARD: (954) 752-5000 * FAX: (954) 752-0558

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 11, 2000

Corporate Records Bureau
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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

Re: **Articles of Incorporation**

Gentlemen:

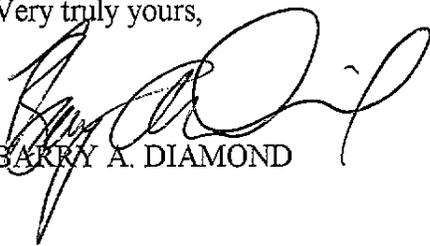
Enclosed herewith, in duplicate, please find Articles of Incorporation, together with required Acknowledgment, for the following new corporation:

WILLIAM PENZER, Ph., P.A.

Also enclosed is my check in the amount of \$70.00 for filing the Articles of Incorporation and a copy to be returned to the undersigned at the above-referenced address.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


BARRY A. DIAMOND

BD/jac

encs.

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ARTICLES OF INCORPORATION
OF
WILLIAM PENZER, Ph.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being natural persons competent to contract, and admitted to practice as a psychologist under the laws of the State of Florida, desires to establish a Professional Service Corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation is: WILLIAM PENZER, Ph.D., P.A.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is the practice of psychological counseling by graduate persons licensed to practice in the State of Florida and the furnishing of related clinical services and the lease or purchase of such real and personal property. In addition to the foregoing, the corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida as is necessary for the rendering of this practice including, but not necessarily limited to, the following:

SECTION A: The investment of funds in real estate, mortgages, stocks, bonds, or any other type of investments.

SECTION B: To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

SECTION C: To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

SECTION D: The redemption, purchase, retention, sale and transfer of its own capital stock.

SECTION E: The creation of employee benefit plans and trusts incidental thereto.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation is authorized to have outstanding at any time shall be 500 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is 150 S. University Drive, Suite A, Plantation, Florida 33324. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Corporation shall be conducted by a board of not less than one and not more than five (5) directors.

ARTICLE VIII
INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified are the following:

WILLIAM PENZER, Ph.D.	150 S. University Drive, Suite A Plantation, Florida 33324
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ARTICLE IX
INITIAL OFFICERS

The names and street addresses of the first Officers, who subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified are the following:

<u>Name and Address</u>	<u>Title</u>
WILLIAM PENZER, Ph.D. 150 S. University Drive Suite A Plantation, Florida 33324	President, Vice President, Secretary and Treasurer

ARTICLE X
SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM PENZER, Ph.D.	150 S. University Drive Suite A Plantation, Florida 33324

ARTICLE XI
MANAGEMENT

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including without limitation the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter, and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D: To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities including capital or, out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION F: To make lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

ARTICLE XII
TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any

person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII
CUMULATIVE VOTING

At all elections of directors of the corporation, each common stockholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares, multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XIV
PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any presently authorized shares of the corporation hereafter issued, optioned, or sold, or any part of any debenture, bonds, notes, or securities of the corporation convertible into shares hereafter issued, optioned, or sold by the corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all of the shares of the corporation presently authorized, and any and all debentures, bonds, notes, or securities of the corporation convertible into shares and any and all of the shares of the corporation which may hereafter be authorized, may at any time be issued, optioned, and contracted for sale, or sold and disposed of by the direction of the Board of Directors of the corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing stockholders.

ARTICLE XV
INDEBTEDNESS

The highest amount of indebtedness or liability to which this corporation may at any time subject itself is unlimited.

ARTICLE XVI
AMENDMENT

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

ARTICLE XVII
LIMITATIONS ON CORPORATE STOCK

1. No one other than an individual who is duly licensed as a psychologist under the laws of the State of Florida may own any corporate stock in this Corporation; nor may any stockholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock.
2. If any officer, stockholders, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his/her continued rendering of such professional services, he/she shall sever all employment with, and financial interest in this Corporation.
3. No stockholder of this Corporation may sell or transfer his/her stock in this Corporation except to another individual who is eligible to be a stockholder of the Corporation.

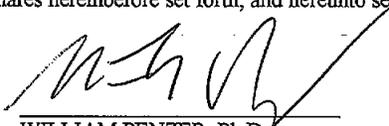
ARTICLE XVIII
EFFECTIVE DATE

The effective date of this Corporation shall be the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE XIX
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this Corporation is 150 S. University Drive, Suite A, Plantation, Florida 33324, and the name of the initial Registered Agent of this Corporation at that address is WILLIAM PENZER, Ph.D.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, for the purposes of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinbefore set forth, and hereunto set our hands and seals this 21 day of December, 2000.

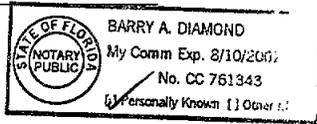

WILLIAM PENZER, Ph.D.
Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21 day of December, 2000, by WILLIAM PENZER, Ph.D., who (is personally known to me/~~has produced~~ _____ as identification) and who (~~did/did not~~) take an oath.

(SEAL) 
Please Print Name: _____

Notary Public, State of Florida at Large
Serial No. (if any): _____

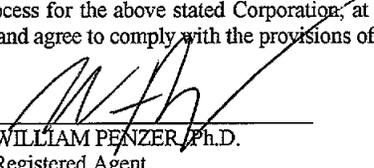


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First – That WILLIAM PENZER, Ph.D., 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 150 S. University Drive, Suite A, Plantation, Florida 33324, State of Florida, has named WILLIAM PENZER, Ph.D., located at 150 S. University Drive, Suite A, Plantation, Florida 33324 as its agent to accept service of process within this State.

Having been named to accept services of process for the above stated Corporation, at 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.



WILLIAM PENZER, Ph.D.
Registered Agent

FILED
00 DEC 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA