

P01000005290



Myer J. Cohen
Attorney at Law

Telephone (305) 566-9040
Fax (305) 568-0803
E-mail: michael@fla-lap.org

Member of Mass. and Florida Bars

FILED
01 JAN 11 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Suite 203
2601 East Oakland Park Blvd.
Ft. Lauderdale, Florida 33306

August 30, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400003532924--8
-01/11/01--01058--016
*****78.75 *****78.75

Re: **Miriam S. Acosta, LCSW, P.A.**

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation of the above corporation.

Would you please file the articles and return the copy to this office. My client's check in the amount of \$78.75 to cover the subject cost is also enclosed.

As always, your assistance in this matter is appreciated.

Very truly yours,


MYER J. COHEN

MJC:rjd

**ARTICLES OF INCORPORATION
of
MIRIAM S. ACOSTA, LCSW, P.A.**

FILED
01 JAN 11 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION

The name of this corporation is MIRIAM S. ACOSTA, LCSW, P.A.

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these articles with the Secretary of State, or until dissolved by a vote of the shareholders as hereafter provided.

PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of clinical social work and psychotherapy as a professional corporation and to carry on services incident thereto. The practice of clinical social work and psychotherapy are the sole and exclusive professional services to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary as incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been licensed by the Florida Department of Business and Professional Regulation, Board of Clinical Social Work, Marriage and Family Therapy, and Mental Health Counseling, and is duly licensed to practice clinical social work in the State of Florida.

CAPITAL STOCK

This corporation is authorized to issue 100 shares of a single class of common stock having a par value of one dollar (\$1.00).

PRINCIPAL OFFICE AND AGENT

The address of the corporation's principal office is 780 N.E. 69th St., Unit 404, Miami, FL 33138. The name and address of the initial registered agent of the corporation is Myer J. Cohen, Esq., 2601 E. Oakland Park Blvd., Suite 203, Ft. Lauderdale, FL 33306.

DIRECTORS

This corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1) and the names and addresses of the initial directors are:

Miriam S. Acosta, 780 N.E. 69th St., Unit 404, Miami, FL 33138

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter, the term of office shall be for two years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

INCORPORATORS

The name and address of each incorporator signing these articles as an incorporator is:

Miriam S. Acosta, 780 N.E. 69th St., Unit 404, Miami, FL 33138

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 a majority of the

shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

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 shareholders.

DISSOLUTION

This 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 51% of the outstanding shares of the corporation entitled to vote thereon. 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 him or her.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on the 8 day of Jan, 2000.

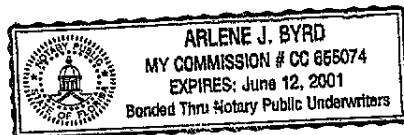

MIRIAM S. ACOSTA, LCSW

FDL #A223557596410
X03

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Miriam S. Acosta, LCSW**, known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 6 day of Jan, 2000.



A large, stylized handwritten signature of the Notary Public, Arlene J. Byrd, written over a horizontal line.

NOTARY PUBLIC, State of Florida

ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for the above named corporation, at the place designated in these articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

MYER J. COHEN, Registered Agent

FILED
01 JAN 11 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA