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TRANSMITTAL LETTER

February 8, 2001

via FEDERAL EXPRESS

TO: New Filing Section
Division of Corporations

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-02/09/01-01072--011
*****78.75 *****78.75

SUBJECT: Jon S. Newman, P.H.D., P.A.

Dear Sir or Madam:

The enclosed "Articles of Incorporation", "Certificate Designating a Registered Agent and Registered Office for the Service of Process", and check in the amount of \$78.75 (\$70.00 filing fee and \$8.75 for return of certified copy of Articles of Incorporation) are submitted to register the above referenced corporation to transact business in the State of Florida.

Please return all correspondence concerning this matter to the following:

Hal F. Wotitzky, Esquire
Wotitzky, Wotitzky, Ross & Goldman, P.A.
223 Taylor Street
Punta Gorda, FL 33950-4427

FILED
01 FEB -9 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Hal F. Wotitzky, Esquire at (941) 639-2171

COURIER ADDRESS:

New Filing Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

2-9-01
WC

**ARTICLES OF INCORPORATION
OF**

Jon S. Newman, P.H.D., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice Psychology under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is **Jon S. Newman, P.H.D., P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 4048 Evans Avenue, Suite 304, Ft. Myers, Florida 33901.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Psychology. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$10.00 per share.

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TALLAHASSEE, FLORIDA

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Psychology in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 223 Taylor Street, Punta Gorda, Florida. The name of the initial registered agent at that address is Hal F. Wotitzky.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member. The name and address of the member of the first board of directors is:

Jon S. Newman, Director, 4048 Evans Avenue, Suite 304, Ft. Myers, Florida 33901.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles of incorporation as the incorporator is:

Hal Wotitzky, 223 Taylor Street, Punta Gorda, Florida 33950.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

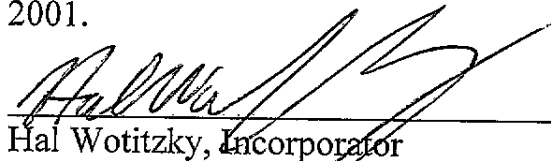
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the

professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Psychology in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

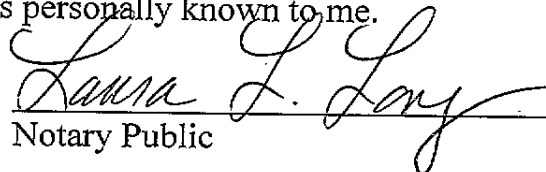
ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on the 8 day of February, 2001.


Hal Wotitzky, Incorporator

Sworn to and subscribed before me this 8th day of February, 2001, by Hal Wotitzky in Charlotte County, Florida. He is personally known to me.


Notary Public

(Seal)



Laura L. Long
MY COMMISSION # CC820343 EXPIRES
March 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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

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

Jon S. Newman, P.H.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 4048 Evans Avenue, Suite 304, Ft. Myers, FL 33901, Lee County, Florida, has designated **Hal F. Wotitzky, Esq.**, whose street address is Wotitzky, Wotitzky, Ross & Goldman, P.A., 223 Taylor Street, Punta Gorda, FL 33950, Charlotte County, Florida, as its agent to accept service of process within this state.

Jon S. Newman, P.H.D., P.A.

Dated: 2/08/01

By: 

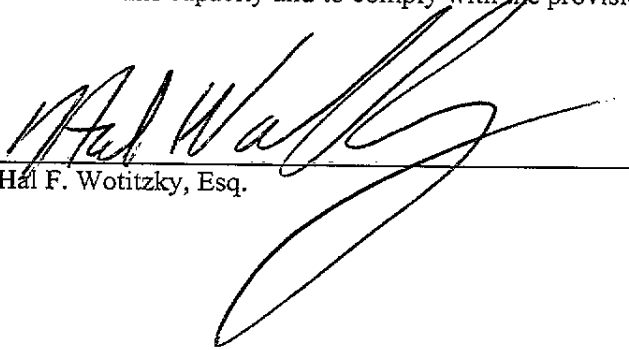
Hal F. Wotitzky, Incorporator

FILED
01 FEB -9 AM 4:00
SECRETARY OF STATE
TALLAHASSEE, FL 09179

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.

Dated: 2/08/01


Hal F. Wotitzky, Esq.