

DB1000024369

101 Colorado Avenue Stuart, FL 34994

February 16, 2001

The Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-03/05/01--01048--012
*****78.75 *****78.75

Re: BONNIE K. SCHAMBACK, M.A., P.A.

Enclosed herewith are the original and one copy of Articles of Incorporation for the above captioned proposed Florida Corporation, together with a check in the amount of \$78.75 covering various fees.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

Bonnie K. Schamback
Bonnie K. Schamback

Encl.

*Daw 3/8/01
Av*

ARTICLES OF INCORPORATION
OF
BONNIE K. SCHAMBACK, M.A., P.A.

ARTICLE I

The name of this corporation is BONNIE K. SCHAMBACK, M.A., P.A., whose principal address is 101 Colorado Avenue Stuart, Florida 34994

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in Counseling, a business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

ARTICLE V

The Registered Agent and the Street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Bonnie K. Schamback
101 Colorado Avenue
Stuart, Florida 34994

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name of the initial director of this Corporation and his Street address is:

BONNIE K. SCHAMBACK, M.A., P.A.
101 COLORADO Avenue
Stuart, Florida 34994

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

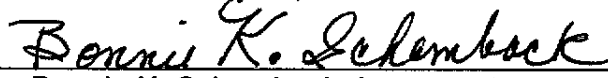
The name and Street address of the person signing these Articles of Incorporation as the Incorporator is:

Bonnie K. Schamback
101 Colorado Avenue
Stuart, Florida 34994

ARTICLE IX

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 at least a majority of the stock entitled to vote, unless all of directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February 16, 2001.



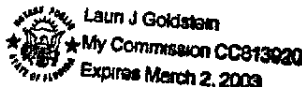
Bonnie K. Schamback, Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)

BEFORE ME, a Notary Public, personally appeared Bonnie K. Schamback, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on February 16, 2001.

 3-1-01
NOTARY PUBLIC, State of Florida at Large

MY COMMISSION EXPIRES:



CERTIFICATE

In compliance with Section 410.091, Florida Statutes, the following is submitted:

That BONNIE K. SCHAMBACK, M.A., 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 101 Colorado Avenue Stuart, Florida 34994, County of MARTIN, State of Florida, has named Bonnie K. Schamback, located at 101 Colorado Avenue, Florida 34994, County of Martin, State of Florida, as its agent to accept service or process within this State.

By: Bonnie K. Schamback
Bonnie K. Schamback

Having been named to accept service or process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Bonnie K. Schamback
Bonnie K. Schamback, Registered Agent