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P010000025795

November 17, 2000

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
01 MAR 13 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

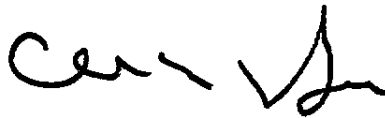
Re: W.L.H. Corporation.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above referenced corporation along with our check in the amount of \$78.75 representing filing fees for same.

In the event you have any questions regarding the enclosure, please do not hesitate to contact our office.

Sincerely yours,



Charles H. Burns

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CHB/mlz

Enclosures (2)

Charles GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT corp name  
DATE 11/29  
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W-28212



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 24, 2001

CHARLES H BURNS  
OCEANSIDE PROFESSIONAL CENTRE  
1080 E INDIANTOWN RD  
JUPITER, FL 33477

We have received your document for W.L.H. CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock  
Document Specialist

Letter Number: 600A00063090

ARTICLES OF INCORPORATION

OF

W. L. HAYDEN, Inc.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

W. L. HAYDEN, Inc.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of engaging in every aspect and phase of psychotherapy profession and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND (1000). Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

#### ARTICLE SIX

The name of the initial registered agent of this corporation is HOLLY HAYDEN BENNETT.

The address of the initial registered office of this corporation is 12 Brighton Court, Palm Beach Gardens, Florida 33418.

The principal office of the corporation is the same as registered office.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors is as follows:

HOLLY HAYDEN BENNETT, 12 Brighton Court, Palm Beach Gardens, Florida 33418

#### ARTICLE EIGHT

The name and address of the incorporators are as follows:

HOLLY HAYDEN BENNETT  
12 Brighton Court  
Palm Beach Gardens, Florida 33418

#### ARTICLE NINE

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

#### ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey

all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgements, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.

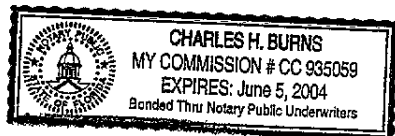
Holly Hayden Bennett  
HOLLY HAYDEN BENNETT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 8th day of March, 2001 by HOLLY HAYDEN BENNETT, in the County and State set forth above, and she is personally known to me or produced \_\_\_\_\_ as identification and did/did not take an oath.

Charles H. Burns  
Notary Signature

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my address of which is 12 Brighton Court, Palm Beach Gardens, Florida 33418. I hereby accept the foregoing designation of Registered Agent for W. L. HAYDEN, Inc.

Dated at Jupiter, Palm Beach County, Florida on this 8th day of March, 2001.

Holly Hayden Bennett  
Holly Hayden Bennett

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