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EDMUND D. QUINTANA, P.A.
LAWYERS

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EDMUND D. QUINTANA

BOARD CERTIFIED CIVIL TRIAL LAWYER
ALSO ADMITTED IN MISSISSIPPI

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March 21, 2001

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

200003908392--6
-03/26/01--01004--022
122.50 **78.75

RE: Robert A. Carter, P.A.

Ladies/Gentlemen:

Enclosed herewith please find the original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Additionally, please find enclosed a check in the amount of one hundred twenty-two dollars and 50/100 (\$122.50), which covers the following costs for the corporation:

- | | |
|--|-------|
| 1. Filing Fee for Articles of Incorporation | 35.00 |
| 2. Certified Copy of Articles of Incorporation | 52.50 |
| 3. Filing Fee for Registered Agent | 35.00 |

Should you have any questions or need further clarification regarding the above, please feel free to call our office collect.

Very truly yours,

Cynthia W. Cottrell

Cynthia W. Cottrell, CLA
Legal Assistant to
Edmund D. Quintana, Esq.

/cwc

Enc. as stated

FILED
01 MAR 26 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-26-01
CWC

ARTICLES OF INCORPORATION

OF

ROBERT A. CARTER, MA, LMHC, BCIACSF, P.A.

FILED
01 MAR 26 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. The name of this corporation shall be ROBERT A. CARTER, MA, LMHC, BCIACSF, P.A.

2. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. This corporation shall have a perpetual existence.

5. The date when the corporate existence of this corporation shall begin is at the time of subscription and acknowledgement of these Articles of Incorporation.

6. The initial street address of the principal office of this corporation is HealthPlex, 2935 Highway 77, Panama City, Florida, 32405, and Robert A. Carter is hereby designated as resident agent for this corporation.

7. This corporation shall have one (1) director, but the By-Laws of this corporation may provide for such increase in the number thereof as is authorized by law.

8. The name and address of the Board of Directors is as follows:

Robert A. Carter

- HealthPlex
2935 Highway 77
Panama City, FL 32405

9. The name and street address of the subscriber to these Articles of Incorporation is as follows:

Robert A. Carter

HealthPlex
2935 Highway 77
Panama City, FL 32405

10. The officer of this Corporation shall be Robert A. Carter, as President, Treasurer, and Secretary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 21st day of March, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


ROBERT A. CARTER

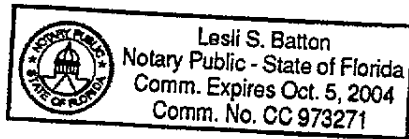
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned officer, duly authorized to take acknowledgements and administer oaths, personally appeared ROBERT A. CARTER, who, being first duly cautioned and sworn, upon oath, deposes and says that he signed the above Articles of Incorporation

for the conditions and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 21st day of March,
2001.

(Notary seal must be affixed)



Lesli S. Batton
SIGNATURE OF NOTARY

Name of Notary (Typed, Printed
or Stamped)

Commission No. _____
(if not legible on seal)

My Commission Expires: _____
(if not legible on seal)

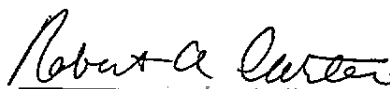
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that ROBERT A. CARTER, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Panama City, County of Bay, State of Florida, has named Robert A. Carter, HealthPlex, 2935 Highway 77, Panama City, Florida, 32405, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ROBERT A. CARTER
Resident Agent

FILED
01 MAR 26 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA