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THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

Aug. 10, 2001

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

RE: Paul M. Inkeles, Psy.D., P.A.
Our File No: 6198.000

DAVID W. BLACK
STEVEN W. DEUTSCH
*STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
BRUCE HURWITZ
RANDY J. NATHAN
JOSEPH ROSEN
MARC A. SILVERMAN
JILL SIMRING
ROBERT T. SLATOFF
STEVEN A. WEINBERG
*RONALD WITKOWSKI

*Of Counsel

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$78.75 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent	
Designation	35.00

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-08/13/01--01095--007
*****78.75 *****78.75

Total Due \$ 78.75

Please file the enclosed at your earliest convenience and provide a certified copy to the undersigned as soon as possible.

Thank you for your assistance in this matter.

Sincerely,

FRANK, WEINBERG & BLACK, P.L.

Steven A. Weinberg
Steven A. Weinberg,
for the Firm

SAW/km

Encls.
div of corp.ltr

FILED
01 AUG 13 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 15 2001

**ARTICLES OF INCORPORATION
PAUL M. INKELES, Psy.D., P.A.**

01 AUG 13 AM 10:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be **PAUL M. INKELES, Psy.D., P.A.** The principal office of this Corporation shall be 12733 NW 16th Court, Coral Springs, Florida 33071. The mailing address of this Corporation shall be 12733 NW 16th Court, Coral Springs, Florida 33071.

II.

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged by physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

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7805 S.W. 6TH COURT • PLANTATION, FL 33324

- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III.
Capital Stock

- a. The maximum number of shares of stock that the Corporation is to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV.
Duration

The Corporation shall have perpetual existence.

V.
Registered Agent

The address of this Corporation's initial registered office is 7805 S.W. 6th Court, Plantation, Florida 33324; and the name of its initial registered agent at said address is Steven A. Weinberg.

VI.
Incorporator

The name and address of the Incorporator is as follows:

Paul M. Inkeles, M.D.
12733 NW 16th Court
Coral Springs, Florida 33071

VII.
Board of Directors

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of the Corporation is:

Paul M. Inkeles, M.D.
12733 NW 16th Court
Coral Springs, Florida 33071

VIII.
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX.
Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions and limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation and shall not thereafter or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The corporation shall forthwith, upon such disqualification of shareholder, purchase such shareholder's shares and pay shareholder all amounts owing and lawfully due to shareholder by the Corporation, except that such shares shall not be entitled to dividends.

X.
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

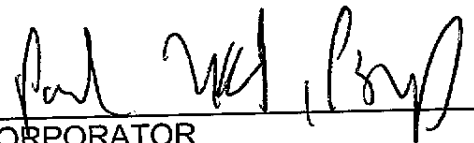
XI.
Indemnification

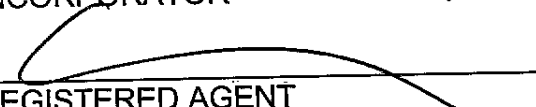
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII.
By-law Amendment.

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 10th day of August, 2001.



INCORPORATOR


REGISTERED AGENT

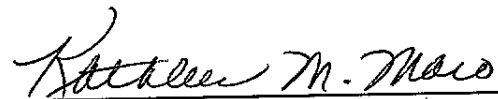
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared PAUL M. INKELES, M.D. who, being first duly sworn by me, deposes and says that the foregoing instrument is true and correct to the best of his knowledge, information and belief.

SWORN TO AND SUBSCRIBED before me this 10th day of August, 2001.



My Commission Expires:



NOTARY PUBLIC, State of Florida
KATHLEEN M. MORO

Name of Notary Public

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

PAUL M. INKELES, Psy.D., P.A., desiring to organize under the laws of the State of Florida, hereby designates Steven A. Weinberg its registered agent and 12733 N.W. 16th Court, Coral Springs, Florida 33071 its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


STEVEN A. WEINBERG, Registered Agent