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January 29, 2002

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: DANISE E. LANCIAULT, RN, MN, ARNP, P.A.

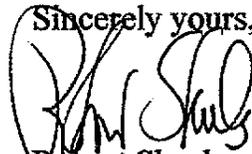
Dear Sirs:

In connection with the incorporation of the above captioned company, you will please find enclosed herewith the Articles of Incorporation, in duplicate, together with the Registered Agent certificate designating the registered agent for service of process within the State of Florida.

You will also please find enclosed payment in the amount of \$78.75 to cover the following costs:

Filing Fee:	\$35.00
Certified Copy:	8.75
Registered Agent:	<u>35.00</u>
Total:	\$78.75

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,

Robert Skeels

FILED
02 JAN 31 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures: Articles of Incorporation (Original and 1 Copy)
Registered Agent certificate (Original)
Payment - \$78.75

02-06-02
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FILED

02 JAN 31 AM 9: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

DANISE E. LANCIAULT, RN, MN, ARNP, P.A.

The undersigned, all of whom are duly licensed to practice nursing, psychotherapy and hypnotherapy in the State of Florida, or otherwise qualified, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is **DANISE E. LANCIAULT, RN, MN, ARNP, P.A.**

Article II - Registered Office And Agent

The location and address of the corporation's initial registered office and principal address in Florida is 1821 3rd Street North, Jacksonville Beach, Duval County, Florida 32250. The initial registered agent at the registered office is Danise E. Lanciault. The board of directors may from time to time move the office to any other location within the State of Florida.

Article III - Purpose

The purpose for which the corporation is organized shall be to engage in the practice of nursing, psychotherapy and hypnotherapy within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

Article IV - Duration

This corporation shall have perpetual existence.

Article V - Professional Services

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice nursing, psychotherapy or hypnotherapy within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of nursing practice.

Article VI - Incorporator

The name and street address of the subscriber of these Articles is:

DANISE E. LANCIAULT
1821 3RD Street North
Jacksonville Beach, Florida 32250

Article VII - Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

DANISE E. LANCIAULT
1821 3RD Street North
Jacksonville Beach, Florida 32250

Article IX - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares of common stock having a par value of \$1.00 per share.

Article X - Stated Capital

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

Article XI - Reservations & Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Article XII - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

Article XIII - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article XIV - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Article XV - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XVI - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XVII - No Preemptive Rights

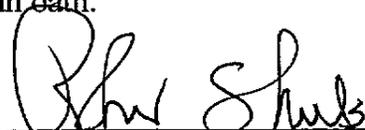
No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

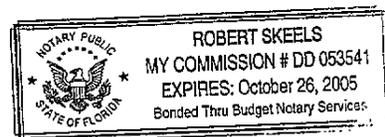
IN WITNESS WHEREOF, the Incorporator and Subscriber has executed these Articles on January 29, 2002.


Danise E. Lanciault
Incorporator and Subscriber

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.

The foregoing instrument was acknowledged before me on January 29, 2002 by DANISE E. LANCIAULT who is personally known to me or produced her current Florida Drivers License as identification and who did take an oath.


Robert Skeels
Notary Public, State Of Florida
WITNESS the Expiration Date Of My
Commission:



REGISTERED AGENT CERTIFICATE

DANISE E. LANCIAULT, RN, MN, ARNP, P.A., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Danise E. Lanciault, located at 1821 3rd Street North, Jacksonville Beach, Florida 32250, as its agent to accept service of process within this state.

OFFICERS:	President	DANISE E. LANCIAULT 1821 3 rd Street North Jacksonville Beach, Florida 32250
	Vice President	VACANT
	Secretary	DANISE E. LANCIAULT 1821 3 rd Street North Jacksonville Beach, Florida 32250
	Treasurer	DANISE E. LANCIAULT 1821 3 rd Street North Jacksonville Beach, Florida 32250
DIRECTORS:		DANISE E. LANCIAULT 1821 3 rd Street North Jacksonville Beach, Florida 32250

By: 
Corporate Officer

ACKNOWLEDGEMENT:

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


Registered Agent