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**FLORIDA PROFIT CORPORATION OR P.A.**

**PHYSICIANS MARKETING NETWORK, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

PHYSICIANS MARKETING NETWORK, INC.

I, the undersigned, for the purpose of becoming a Corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

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ARTICLE I

The name of the Corporation is **PHYSICIANS MARKETING NETWORK, INC.**

ARTICLE II

The nature of the corporation's business to be transacted is:

To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, and to so engage in and carry on said business or businesses in Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this State or throughout the United States and elsewhere.

To engage in and carry on any business related to the field of behavior or psychiatric counseling.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

This document was prepared by  
LUBELL & ROSEN  
18250 N.W. SECOND AVENUE  
(305) 655-3425 ; Fax (305) 655-3430  
Florida Bar Number 02437

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#### ARTICLE V

The maximum number of shares of stock of this Corporation is authorized to have outstanding at any time shall be 500 shares of One (\$1.00) Dollar par value, unless duly changed in accordance with the laws of the State of Florida.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 VII

The street address of the initial registered office of this Corporation in the State of Florida shall be 1541 Yellowheart Way, Hollywood, Florida 33019, which is the principal place of the corporation; and the name of the initial registered agent of this Corporation at that address is Ilyse R. Epstein.

The Corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

#### ARTICLE VIII

The street address of the initial place of business of this Corporation in the State of Florida shall be 1541 Yellowheart Way, Hollywood, Florida 33019

#### ARTICLE IX

This Corporation shall exist perpetually beginning May 15, 2002

#### ARTICLE X

This Corporation shall have one directors initially: Ilyse R. Epstein, 1541 Yellowheart Way, Hollywood, Florida 33019. The number of directors may be increased or diminished from time to time, By-laws adopted by the stockholders, but shall never be less than one.

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ARTICLE XI

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

Ilyse R. Epstein, 1541 Yellowheart Way  
Hollywood, Florida 33019

ARTICLE XII

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 15 day of May, 2002

*Ilyse R. Epstein*  
Ilyse R. Epstein

STATE OF FLORIDA )

) SS:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared, Ilyse R. Epstein, personally known to me to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 15 day of May, 2002.

State of Florida  
My commission expires:

*[Signature]* Notary Public

*MARK ROSEN*  
[Print Name]

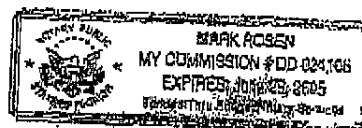
Having been named Registered Agent for the above stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such.

*Ilyse R. Epstein*  
Ilyse R. Epstein

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3



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