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LEONARD ALTERMAN

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May 15, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-05/17/02--01046--010
*****78.75 *****78.75

Re: J. NICHOLAS PREWETT, PHD & ASSOCIATES, P.A.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of **J. NICHOLAS PREWETT, PHD & ASSOCIATES, P.A.** Also enclosed is a check in the amount of \$78.75 as payment for the following amounts:

\$35.00 - Filing Fee
8.75 - Certified Copy
35.00 - Resident Agent Designation

I would appreciate your returning the certified copy to me at your earliest convenience.
Thank you for your attention to this matter.

Sincerely,



Leonard Alterman

LA/bjw
Enclosures
cc: J. Nicholas Prewett

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02 MAY 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

J. NICHOLAS PREWETT, PHD & ASSOCIATES, P.A.

The undersigned, who is duly licensed to practice psychology and mental health counseling in the State of Florida desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act for the purpose of organizing and incorporating a professional corporation pursuant to the laws of the State of Florida, hereby adopts these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be:

J. NICHOLAS PREWETT, PHD & ASSOCIATES, P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at:

1726 Kingsley Avenue, Suite 12, Orange Park, FL 32073

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which professional corporations may be incorporated under the laws of the State of Florida and specifically for the purpose of providing psychological and mental health counseling services to the public.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent: J. Nicholas Prewett
Address: 1726 Kingsley Avenue, Suite 12
Orange Park, Florida 32073

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTOR

The name and address of the initial director of the corporation is as follows:

J. NICHOLAS PREWETT
1726 Kingsley Avenue, Suite 12
Orange Park, Florida 32073

ARTICLE IX


INCORPORATOR

The name and address of the incorporator is as follows:

J. NICHOLAS PREWETT
1726 Kingsley Avenue, Suite 12
Orange Park, Florida 32073

This corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this the 14th day of May, 2002.


J. NICHOLAS PREWETT

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities 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.


J. NICHOLAS PREWETT

Date 5-14-02

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TALLAHASSEE FLORIDA