

PAUL N. CONTESSA, P.A.
ATTORNEY AT LAW

PO200260603

May 28, 2002

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, Florida 32314

Re: LEE ANN BRENTAR, PSY.D. P.A.

To whom it may concern:

In reference to the above corporation, please find an original and one copy of the Articles of Incorporation, which have been signed and notarized. I have also included a check for \$78.75 to cover the cost of filing fees associated with the above corporation.

Please establish the above corporation and return the certified copy to me at:

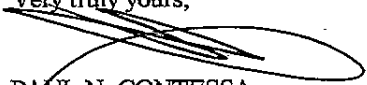
Paul N. Contessa, P.A.
Coral Reef Plaza
15321 South Dixie Highway, Suite 207
Miami, Florida 33157-1814

If you have any questions, please call me at your earliest convenience.

Thank you for your assistance.

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

Very truly yours,


PAUL N. CONTESSA
ENC:rg
Enclosures

16/3

FILED
02 MAY 31 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

LEE ANN BRENTAR, PSY.D. P.A.

The undersigned for the purpose of forming a professional corporation under the provisions of Chapter 607 and Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation

ARTICLE I

NAME: The name of this corporation is: LEE ANN BRENTAR, PSY.D. P.A.
ADDRESS: The address of this corporation is: 1492 Columbus Blvd. Coral Gables, Florida 33134

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TALLAHASSEE FLORIDA

ARTICLE II

DURATION: This corporation is to have perpetual existence.

ARTICLE III

PURPOSE: The general purpose for which this Corporation is organized is to engage in every aspect of Psychological Counseling. The Professional Services involved may only be rendered only through its officers, agents and employees who are duly licensed to offer such services in the State of Florida.

The Corporation shall not engage in any other business other than the business of Psychological Counseling. The Corporation may invest its funds in real estate, mortgages, stocks bonds and other types of investments, and may own real and personal property necessary for rendering the services under these articles.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of ONE DOLLAR (\$1.00) PAR VALUE common stock, and of one class.

ARTICLE V

PRE-EMPTIVE RIGHTS: 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 VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the registered office of this corporation is: 1492 Columbus Blvd. Coral Gables, Fl. 33134 and the initial registered agent of this corporation at that address is: Lee Ann Brentar.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Principal and Registered Office designated in these Articles of Incorporation, by signing these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.


LEE ANN BRENTAR, REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial director shall be: LEE ANN BRENTAR, 1492 Columbus Blvd. Coral Gables, Fl. 33134.

ARTICLE VIII

INCORPORATOR: The name and address of the person signing these Articles is: : LEE ANN BRENTAR, 1492 Columbus Blvd. Coral Gables, Fl. 33134.

ARTICLE IX

AUTHORIZED STOCKHOLDERS 1. The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized to practice counseling in the State of Florida. In the event that a shareholder:

- i. becomes disqualified to practice counseling in this state: or
- ii. Sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecates or pledges any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge is made in any manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or
- iii. Suffers an execution to be levied upon his stock, or such stock is subjected to sale or other legal process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation;

Then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for value of such stock which, in the absence of a bylaw provision or a written contract between the corporation and its shareholders, or a written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

2. No Shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is duly authorized and licensed to practice law in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

3. The Board of Directors are specifically authorized from time to time to adopt Bylaws, not in consistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock..

ARTICLE X

INDEMNIFICATION: The Corporation shall indemnify each Director, officer, and shareholder of the Corporation against any and all liability and expenses incurred by him in connection with or arising out of any action suit, or proceeding in which he may be involved, to the full extent allowed by law.

ARTICLE XI

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 20 day of May, 2002.

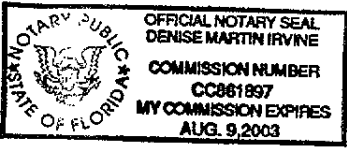

LEE ANN BRENTAR

STATE OF FLORIDA :)
) ss:
COUNTY OF DADE: -)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, : LEE ANN BRENTAR, who is personally known to me or who has produced FDL as identification and to be the person described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, deposes and states and does acknowledge before me, that the said Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of May, 2002

MY COMMISSION EXPIRES:



[Handwritten Signature]

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Denise M. Irvine

PRINTED NAME OF NOTARY

FILED
02 MAY 31 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA