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ATTORNEYS AT LAW

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L. A. 'Gus' Gornto, Jr.

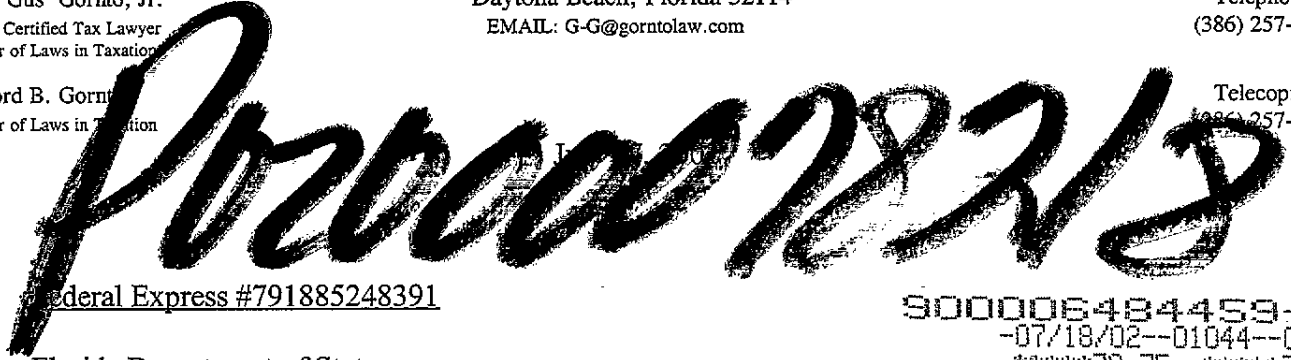
Board Certified Tax Lawyer
Master of Laws in Taxation

Bradford B. Gornto

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Larned & Roy, P.A.

Dear Sir or Madam:

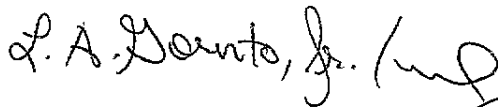
Enclosed are the original and one copy of the proposed Articles of Incorporation for the above named professional association.

We would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Incorporation to me by U.S. Mail on the date of filing.

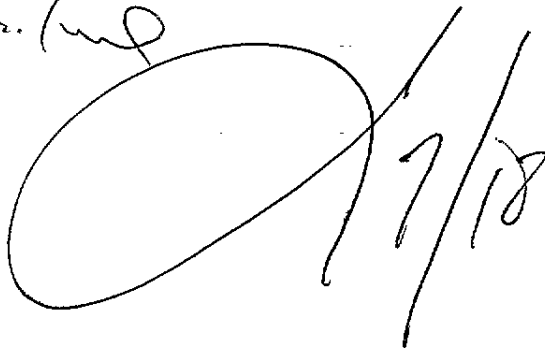
We have enclosed a check in the amount of \$78.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,



L. A. Gornto, Jr.
LAG/ml
Enclosures



FILED
02 JUL 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION _____

OF

LARNED & ROY, P.A.

FILED
02 JUL 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator and subscriber to these Articles of Incorporation, a natural person competent to contract and an attorney duly licensed under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

Larned & Roy, P.A.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a psychologist duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice psychology therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

26 Seabridge Drive
Ormond Beach, FL 32176

The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE V
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 149 S. Ridgewood Avenue, Suite 550, Daytona Beach, Florida 32114, and the name of the initial registered agent of the corporation at that address is L. A. Gornito, Jr., Esq.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall commence July 17, 2002, and shall have perpetual existence.

ARTICLE VII
NUMBER OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the

Directors from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII DIRECTORS

The names and addresses of the initial Directors of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name</u>	<u>Address</u>
Donald T. Larned, PhD	26 Seabridge Drive Ormond Beach, FL 32176
Vivian A. Roy, PhD	26 Seabridge Drive Ormond Beach, FL 32176

ARTICLE IX OFFICERS

The names and addresses of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Vivian A. Roy, PhD 26 Seabridge Drive Ormond Beach, FL 32176	President
Donald T. Larned, PhD	Vice President, Secretary and Treasurer

ARTICLE X INCORPORATOR

The following is the name and street address of the incorporator signing these articles, an attorney duly licensed under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
L. A. Gornto, Jr., Esq.	149 S. Ridgewood Avenue, Suite 550 Daytona Beach, FL 32114

ARTICLE XI STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a psychologist under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE XII AMENDMENT TO ARTICLES

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 Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

ARTICLE XIII BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE XIV ADDITIONAL CORPORATE POWERS

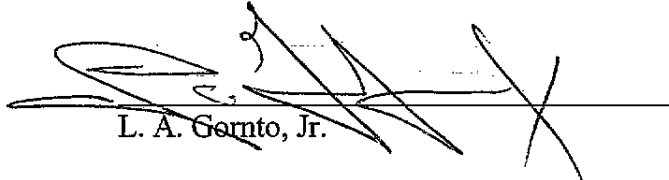
In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder, should he desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, that the capital of this corporation shall not be impaired thereby.


C. To enter into, for the benefit of its employees, one or more of the following:
(1) a pension plan, (2) a profit-sharing plan, or (3) other qualified or non-qualified retirement or incentive compensation plan.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of July, 2002.


L. A. Gornto, Jr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 17th day of July, 2002, by L. A. Gornto, Jr., who is personally known to me and who did not take an oath.

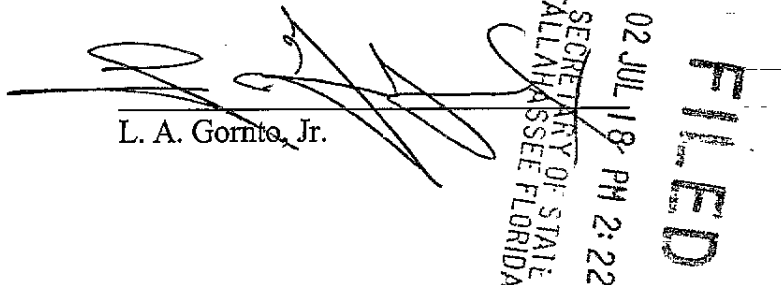

Notary Public
State of Florida at Large
My Commission Expires:



Michele Le Clerc
MY COMMISSION # CC810463 EXPIRES
April 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

L. A. Gornto, Jr., Esq., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


L. A. Gornto, Jr.

FILED
02 JUL 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA