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DERFEL-KOWALSKI ASSOCIATES, P. A.
Attorneys at Law

Post Office Box 68
Daytona Beach, Florida 32115-0068
386/239-6800

July 24, 2002

Deaprtment of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/06/02--01018--014
*****78.75 *****78.75

RE: Articles of Incorporation for
H. KEN McCULLOUGH, P. A.

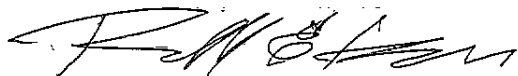
Dear Sir of Madam,

Enclosed please find the original and one copy for certification of the Articles of Incorporation of the above-named corporation and our check in the amount of \$78.75 for the following:

Articles of Incorporation	\$35.00
Designation/Registered agent	\$35.00
Certified copy	\$ 8.75
TOTAL	\$78.75

Thank you for you attention to this matter. Should you have any questions, please feel free to contact me.

Sincerely,



Ronald E. Kowalski, Esq.

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DIVISION OF CORPORATIONS

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W-21496



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 26, 2002

RONALD E KOWALSKI, ESQUIRE
PO BOX 68
DAYTONA BEACH, FL 32115-0068

SUBJECT: H. KEN MCCULLOUGH, P.A.
Ref. Number: W02000021496

We have received your document for H. KEN MCCULLOUGH, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6919.

Beth Register
Corporate Specialist Supervisor
New Filings Section

Letter Number: 802A00045248

ARTICLES OF INCORPORATION

of

H. KEN McCULLOUGH, P. A.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be H. KEN McCULLOUGH, P. A.

ARTICLE II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of mental health counselling and all its fields of specialization, as are engaged in by mental health counsellors.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be mental health counsellors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper to accomplish the purposes herein set forth and to do everything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 200 shares of common stock at \$10.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to mental health professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

services as this corporation.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT

The address of this corporation's initial registered agent office is: *1651 S. Palmetto Ave., S. Daytona*, Florida, 32119 0038, and the name of tis initial registered agent at said address is Ronald E. Kowalski.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator are as follows:
H. Ken McCullough, 442 East New York Avenue, DeLand,
Florida, 32724.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is H. Ken McCullough, 442 E. New York Ave., DeLand, Florida, 32724.

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitation on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation, on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively con-

sent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Services corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 19th day of July, 2002.

H. Ken McCullough
H. Ken McCullough, Incorporator

STATE OF FLORIDA

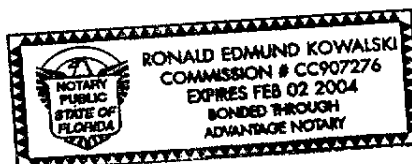
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared H. KEN McCULLOUGH, who is to me well-known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal at Daytona Beach, Volusia County, Florida, this 19th day of July, 2002.

Ronald Edmund Kowalski
Notary Public

My Commission Expires:

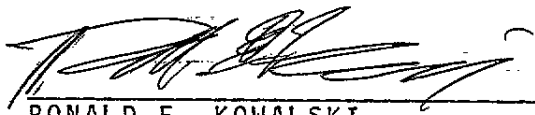


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That H. KEN McCULLOUGH, P. A. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, as 442 East New York Avenue, DeLand, Florida, 32724, has named Ronald E. Kowalski, 1651 South Palmetto Avenue, South Daytona, Florida, 32119, as its registered agent to accept service of process within the State."

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation, at the place designated on this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



RONALD E. KOWALSKI,
Registered Agent

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