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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Lindell & Kellison, P.A.

Attorneys and Counselors at Law

12276 San Jose Boulevard, Suite 126

Jacksonville, FL 32223-8630

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J. Michael Lindell

*Board Certified by the Florida Bar in:
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lkellison@lindellkellison.com

Karen E. Wendzel

kwendzel@lindellkellison.com

December 27, 2002

Jacqueline M. Holley

jholley@lindellkellison.com

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Francis X. Palmieri, MSW, LCSW, P.A.

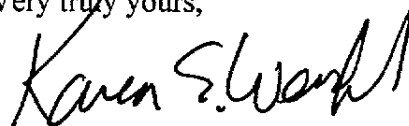
Dear Sir/Madam:

Enclosed please find an original and two copies of Articles of Organization for Francis X. Palmieri, MSW, LCSW, P.A., along with our firm's check in the amount of \$78.75 for the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certificate of Status	<u>\$ 8.75</u>
	\$ 78.75

If you have any questions, please contact me.

Very truly yours,



Karen E. Wendzel

KEW/sb

Enclosures

cc: Francis X. Palmieri

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

January 2, 2003

KAREN W WENDZEL
12276 SAN JOSE BLVD SUITE 126
JACKSONVILLE, FL 32223-8630

SUBJECT: FRANCIS X. PALMIERE, MSW, LCSW, P.A.
Ref. Number: W03000000054

We have received your document for FRANCIS X. PALMIERE, MSW, LCSW, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 303A00000076

ARTICLES OF INCORPORATION
OF
FRANCIS X. PALMIERI, MSW, LCSW, P.A.

FILED
03 JAN 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Francis X. Palmieri, MSW, LCSW, P.A. The corporation's initial principal office and mailing address are located at 1667 Atlantic Boulevard, Jacksonville, Florida, 32207.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States. This corporation is also organized for the purpose of providing clinical social work services.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 12276 San Jose Boulevard, Suite 126, Jacksonville, FL 32223, and the name of the initial registered agent of this corporation is J. Michael Lindell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

NAME

ADDRESS

Francis X. Palmieri

1667 Atlantic Boulevard
Jacksonville, FL 32207

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

Francis X. Palmieri

1667 Atlantic Boulevard
Jacksonville, FL 32207

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:


A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the

Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

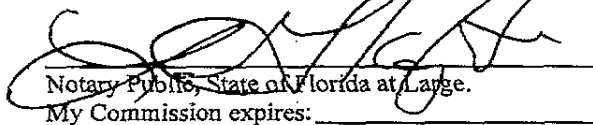
IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 20th day of December, 2002.

 (SEAL)
Francis X. Palmieri, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Francis X. Palmieri () to me well known and known to me to be the individual described in or () who presented his/her drivers license or other identification FLORIDA DRIVER'S LICENSE and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 20th day of December, 2002


Notary Public, State of Florida at Large.
My Commission expires: _____

Type or Print name of notary

Commission No.



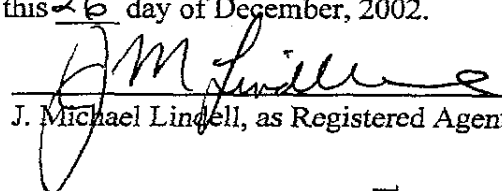
Laura G. Kennington
MY COMMISSION # CC953982 EXPIRES
October 14, 2004
DONOR TO THE FLORIDA FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Francis X. Palmieri, MSW, LCSW, P.A., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 1667 Atlantic Boulevard, Jacksonville, Florida, has designated J. Michael Lindell as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 12276 San Jose Boulevard, Suite 126, Jacksonville, Florida, 32223.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Francis X. Palmieri, MSW, LCSW, P.A., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 12276 San Jose Boulevard, Jacksonville, Florida 32223.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 26 day of December, 2002.


J. Michael Lindell, as Registered Agent

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03 JAN 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA