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FLORIDA PROFIT CORPORATION OR P.A.

robert l. herish, psy.d., p.a.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 12, 2003

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SUBJECT: ROBERT L. HERSE, PSY.D., P.A.
REF: W03000004089

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROBERT L. HERSH, PSY.D., P.A.

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is: **ROBERT L. HERSH, PSY.D., P.A.**

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida, specifically including mental health counseling and related services that Dr. Hersh will perform as a psychologist.

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$.01) Dollars per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

Jason Warshofsky
c/o Jason Warshofsky, P.A.
301 Almeria Avenue, Suite 105
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

Dr. Robert L. Hersh
1390 South Dixie Highway
Suite 1307
Coral Gables, Florida 33146

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

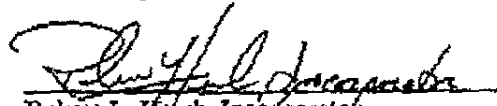
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

Dr. Robert L. Hersh
1390 South Dixie Highway
Suite 1307
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 27 day of February, 2003.


Robert L. Hersh, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI- DADE)

BEFORE ME, a Notary Public, personally appeared Robert Herish, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

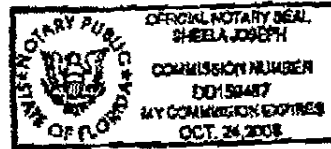
WITNESS my hand and official seal at Coral Gables, Florida, this 6th day of February, 2003.

Sheela Joseph
NOTARY PUBLIC
State of Florida

(SEAL)

My Commission Expires:

Oct-24-2006



TOTAL P.07

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

That ROBERT L. HERSH, PSY.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation at Miami, County of Miami-Dade, State of Florida, has named Jason Warshofsky located at 301 Almeria Avenue, Suite 105, City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 10TH day of February, 2003.



Jason Warshofsky

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