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TRENA KEMKE

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BASIC AMENDMENT

MARY E. HARRIS, PH.D., P.A.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MARY E. HARRIS, Ph.D., P.A.**

**ARTICLE I.**

**Name**

The name of this corporation shall be:

**MARY E. HARRIS, Ph.D., P.A.**

**ARTICLE II.**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address shall be:

840 Beach Drive, N.E.  
St. Petersburg, Florida 33701

**ARTICLE III.**

**Business and Purposes**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the practice of school psychology and/or psychology and the provision of related healthcare services, through licensed school psychology and/or psychology professionals employed by it;
- (b) to contract with one or more parties to manage all or a portion of its school psychology and/or psychology practice;
- (c) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (d) to own or lease real and personal property necessary for the rendering of the above professional services;
- (e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

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(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### ARTICLE IV.

##### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. This corporation may not issue shares of capital stock without the approval of its Board of Directors, and the consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) Each stockholder must be duly licensed or otherwise legally authorized to practice school psychology and/or psychology in the State of Florida.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V.

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI.

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Nelson T. Castellano. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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**ARTICLE VII.****Board of Directors**

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice school psychology and/or psychology in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

**ARTICLE VIII.****Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of the following member, such member to hold office until their successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Mary E. Harris, Ph.D.	840 Beach Drive, N.E. St. Petersburg, FL 33701

**ARTICLE IX.****Bylaws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs

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and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE X.

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### ARTICLE XI.

##### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the foregoing instrument has been duly executed and delivered by the Corporation by the undersigned president this 30<sup>th</sup> day of September, 2003.

MARY E. HARRIS, Ph.D., P.A.

By: Mary E. Harris  
Mary E. Harris, Ph.D., President

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**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
MARY E. HARRIS, Ph.D., P.A.**

Mary E. Harris, Ph.D., P.A., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officer, its President and its Secretary, certify as follows:

1. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede the Corporation's Articles of Incorporation filed on March 11, 2003.
2. The Amended and Restated Articles of Incorporation of the Corporation filed together herewith contain amendments to the Corporation's existing Articles of Incorporation that require the approval of the holders of the Corporation's common stock.
3. The amendments to the Corporation's existing Articles of Incorporation being effected by the Amended and Restated Articles of Incorporation are to delete the existing Articles I through Article XI in their entirety and substitute in their place Articles I through XI set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.
4. The Amended and Restated Articles of Incorporation and the amendments contained therein were unanimously approved and adopted by the board of directors of the Corporation on September 30, 2003 in accordance with Section 607.1003, Florida Statutes.
5. The Amended and Restated Articles of Incorporation and the amendments contained therein were unanimously approved and adopted by the holders of the Corporation's common stock on September 30, 2003 in accordance with Section 607.1003, Florida Statutes.
6. The unanimous approval of the holders of the Corporation's common stock was sufficient for approval of the Amended and Restated Articles of Incorporation and the amendments contained therein.
7. The Amended and Restated Articles of Incorporation filed together herewith constitute the Amended and Restated Articles of Incorporation of the Corporation as approved by the stockholders and the board of directors of the Corporation.

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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be executed and acknowledged by its President this 30<sup>th</sup> day of September, 2003.

**MARY E. HARRIS, Ph.D., P.A.**

By:   
Mary E. Harris, President

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