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Ann Fisher

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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Cecilia Tudela-Montero, LMHC, P.A.

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ARTICLES OF INCORPORATION

OF

CECILIA TUDELA-MONTERO, LMHC, P.A.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a professional association pursuant to Chapter 621 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be Cecilia Tudela-Montero, LMHC, P.A.

ARTICLE II - MAILING ADDRESS

The mailing address of the corporation is 7600 Red Road, Suite 202, South Miami FL 33143.

ARTICLE III - COMMENCEMENT & DURATION

The corporation shall commence its existence on March 14, 2003 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

The corporation will engage in mental health counseling.

ARTICLE V - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	1.00

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
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Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

ARTICLE VI - ADDRESS AND REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Cecilia Tudela-Montero, 7600 Red Road, Suite 202, South Miami FL 33143.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Cecilia Tudela-Montero, 7600 Red Road, Suite 202, South Miami FL 33143.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is Cecilia Tudela-Montero, 7600 Red Road, Suite 202, South Miami FL 33143.

ARTICLE IX - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE X - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 13 day of March, 2003.

Cecil T. Hunter
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Cecil T. Hunter
Registered Agent

Date: 03/13/03

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