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12340 St. Simon Drive.

Boca Raton. Florida 33428.

Telephone.

Member in good standing of the Florida Institute of Certified Public Accountants

Thursday, April 24, 2003

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation – Boca Counseling Associates, P.A.

Enclosed are the original and one copy of the articles of incorporation for the abovenamed proposed Florida corporation. Also enclosed is a check in the amount of \$78.75 representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

If you have any questions at all, please feel free to contact me at the above location. I am Sincerely yours,

Rosenman C.P.A.

Larry C. Rosenman C.P.A., P.A.

ARTICLES OF INCORPORATION

OF



BOCA COUNSELING ASSOCIATES, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BOCA COUNSELING ASSOCIATES, P.A. The principal place of business of this corporation shall 18584 OCEAN MIST DRIVE, BOCA RATON, FL 33498.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted as Consulting Associates.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the principal office if known is 18584 OCEAN MIST

DRIVE, BOCA RATON, FL 33498

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ANNA REABOI residing at 18584 OCEAN MIST DRIVE, BOCA RATON, FL 33498.

ARTICLE IX. DIRECTORS

This corporation shall have 1 Director and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until a successor a is elected and shall qualify are:

ANNA REABOI residing at 18584 OCEAN MIST DRIVE, BOCA RATON, FL 33498

ARTICLE X. EFFECTIVE DATE

This corporation shall have an effective date commencing on May 1, 2003.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Larry C. Rosenman C.P.A., P.A

12340 St. Simon Drive

Boca Raton, Florida 33428

The undersigned authorized agent of Larry C. Rosenman, C.P.A., P.A. has executed these Articles of Incorporation his hand and seal of Larry Rosenman C.P.A., P.A. on this day

Larry C. Rosenman, C.P.A., P.A.

By:

Larry Rosenman C.P.A,

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day of Moral, 2003, by Larry Rosenman C.P.A.

DANELE C. MORRISSEY

No. DD049282

No. DD049282

Certificate of Designation

Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is <u>BOCA COUNSELING</u> ASSOCIATES, P.A.
- 2. The name and address of the registered agent and office is Larry C. Rosenman, C.P.A. residing at 12340 St. Simon Drive Boca Raton, Florida 33428

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 obligation of my position as registered agent;

Signature __

Date

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