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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

The Vine Counseling Services, P.A.

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ATTYS AT 1108 PONCE 305/446-1898

No. 6599 P. 3/5

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**ARTICLES OF INCORPORATION  
OF  
THE VINE COUNSELING SERVICES, P.A.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of the Florida General Corporation Act and the Florida Professional Service Corporation Act does hereby adopt the following Articles of Incorporation:

**I**

Name

The name of this corporation shall be THE VINE COUNSELING SERVICES, P.A..

**II**

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of mental health counseling, and all its fields of specializations, as are engaged in by licensed mental health counselors.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III**

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property labor or services.
- c. Shares of the Corporation's stock and certificates shall be issued only to licensed mental health professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV**

Duration

The corporation shall have perpetual existence.

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Filed by: JORGE L. FORS, P.A., Jorge L. Fors, Esq., FL BAR # 347 647,  
1108 Ponce de Leon Blvd., Coral Gables, FL 33134, (305) 448-5977

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V

Initial Registered Agent and Office

The street address of the initial principal office of this Corporation is 11401 Bird Road, Suite 307, Miami, FL 33165 and the name of the initial registered agent of this corporation is Maria E. Camejo, LMHC, whose address is 11401 Bird Road, Suite 307, Miami, FL 33165.

VI

Incorporator

The name and address of the Incorporator is as follows:

Maria E. Camejo, LMHC, whose address is 11401 Bird Road, Suite 307, Miami, FL 33165

VII

Board of Directors

The corporation shall have a Board of Directors consisting of at least one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director(s) of this corporation are:

Maria E. Camejo, LMHC, 11401 Bird Road, Suite 307, Miami, FL 33165 ; and  
Teresa Maria Gutierrez, LMHC, 11401 Bird Road, Suite 307, Miami, FL 33165

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

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If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

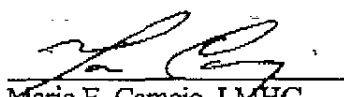
XI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII  
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

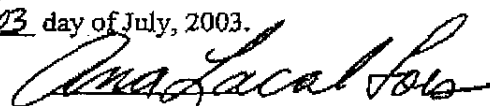
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 21<sup>st</sup> day of July, 2003.

  
Maria E. Camejo, LMHC  
Incorporator

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

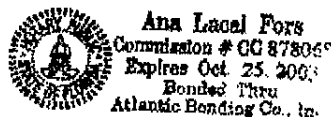
BEFORE ME, personally appeared Maria E. Camejo, LMHC, who is personally known to me or who has produced as identification personally known and who did take oath and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that she executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7/21/03 day of July, 2003.

  
Notary Public, State of  
Florida at Large

My Commission Expires:

(Notarial Seal)



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No. 8599 P. 2/5  
#030002376702

**THE VINE COUNSELING SERVICES, P.A.**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: **THE VINE COUNSELING SERVICES, P.A.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MARIA E. CAMEJO LOCATED AT 11401 Bird Road, Suite 307, Miami, FL 33165, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


  
MARIA E. CAMEJO

TITLE INCORPORATOR

DATE July 21, 2003

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
MARIA E. CAMEJO

DATE July 21, 2003

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