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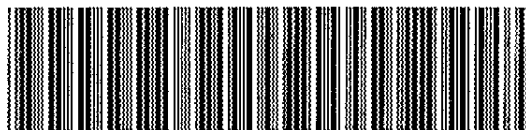
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June 7, 2004

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

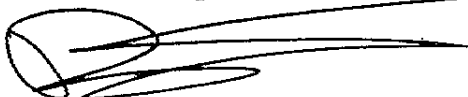
Dear Sirs:

Please file these Articles of Incorporation on behalf of McARTHUR SCHER & ASSOCIATES, P.A. with the Secretary of State. Please date the corporation to begin as of July 1, 2004. Please mail a copy of the acceptance and the articles to:

PAUL R. SHORT, PRESIDENT
7522 NORTH 40TH STREET
Tampa, Florida 33604

Thank You.

Sincerely,



PROFESSIONAL ACCOUNTING ASSOCIATES, INC.

ENCLOSURES: ORIGINAL ARTICLES OF INCORPORATION
CHECK PAYABLE TO SECRETARY OF STATE FOR
\$78.75

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ARTICLES OF INCORPORATION
OF
McARTHUR SCHER & ASSOCIATES, P. A.

ARTICLE I - NAME

The name of the Corporation is McArthur Scher & Associates, P. A.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS
(Special Purpose)

The special purpose for which this corporation is being organized shall include the practice of Licensed Clinical Social Work as a Licensed Clinical Social Work professional association and to carry on services incident thereto, the practice of general Licensed Clinical Social Work which is the sole and exclusive professional service to be rendered by this corporation. The professional Licensed Clinical Social Work services of this corporation shall be carried out only through officers, employees and agents each of who has been admitted to practice and are licensed in the State of Florida and duly authorized to practice as a Licensed Clinical Social Worker in the State of Florida. The corporation shall also have the following rights and privileges:

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporation indebtedness as required.

C. To purchase the corporation assets of any other corporation and engage in the same or other charter of business.

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness, created by any other corporation of the State of Florida

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or any other state or government and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. The foregoing enumeration of purposes shall not be deemed to limit or restrict the general powers of the corporation conferred on it by law, or to limit or restrict such powers as may be implied to it for the proper exercise of its express purposes and the performances of its authorized functions.

ARTICLE IV - SHARES

The aggregate number of shares which the corporation shall have authority to issue shall have authority to issue shall constitute 7,500 shares of common stock, each share having a par value of \$1.00, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

ARTICLE V - CAPITALIZATION

The beginning capital of this corporation shall be worth at least five hundred dollars in cash, property, labor or services at a just valuation to be fixed by the stockholders.

ARTICLE VI - CORPORATE ADDRESS AND REGISTERED AGENT

The street address of the corporations' initial registered office shall be 7522 North 40th Street, Tampa, Florida 33604 and its initial registered agent at such address shall be Paul R. Short. The principal office of the corporation and the mailing address is 6106 East Whiteway Drive, Temple Terrace, Florida 33617.

ARTICLE VII - DIRECTORS

Initially the corporation shall have one director whose name and address are as follows:

Teresa C. McArthur Scher, President
6106 East Whiteway Drive
Temple Terrace, Florida 33617

ARTICLE VIII - INCORPORATOR

The corporation shall have one Incorporator whose name and address is as follows:

Teresa C. McArthur, President
6106 Whiteway Drive
Temple Terrace, Florida 33617

ARTICLE IX - CORPORATION BEGIN DATE

The corporation shall have an effective beginning date of July 1, 2004●

ARTICLE X - POWERS

The power to adopt, alter, amend or repeal the corporate by-laws is hereby reserved to the shareholders of the corporation. **IN WITNESS WHEREOF**, the undersigned Incorporator has made, subscribed and acknowledged these Articles of Incorporation on this first day of July, 2004.

A handwritten signature in cursive script, reading "Teresa C. McArthur Scher", written over a horizontal line.

Mrs. Teresa C. McArthur Scher, President

**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: McARTHUR SCHER & ASSOCIATES, P. A.

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6106 Whiteway Drive in the City of Temple Terrace in the State of Florida, whose zip code is 33617, has named Paul R. Short located at 7522 North 40th Street in the City of Tampa, in the State of Florida, whose zip code is 33604, as its agent to accept service of process within Florida.

SIGNATURE

Levon C. McArthur Scher
CORPORATE OFFICER

TITLE President

DATE June 7, 2004

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

[Signature]
REGISTERED AGENT

DATE June 7, 2004

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