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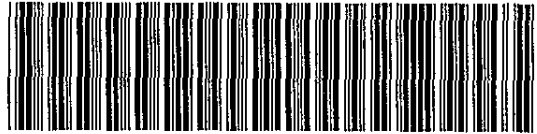
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ASTRID DE PARRY, P.A.

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February 01, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Karen L. Weiss, Ph.D., P.A.

Dear Sir or Madam:

Enclosed please find the executed original plus one copy of the Articles of Incorporation of Karen L. Weiss, Ph.D., a Florida corporation. I am also enclosing my firm's check no. 6721 in the amount of \$87.50 to cover the following fees:

1. \$35.00 Filing Fee for Articles of Incorporation;
2. \$35.00 Designation of Registered Agent;
3. \$ 8.75 Certified Copy; and,
4. \$ 8.75 Certificate of Status.

Please send the certified copy and Certificate of Status to the undersigned counsel in the self-addressed stamped envelope provided for your convenience.

Thank you for your courtesies in this regard. Please do not hesitate to call our office if you have any questions concerning the foregoing.

ASTRID DE PARRY, P.A.

By: _____

Astrid de Parry
Astrid de Parry, Esquire

AdP/kas
Enclosures
cc: Karen L. Weiss, Ph.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KAREN L. WEISS, PH.D., P.A.

The undersigned, who is duly licensed to practice psychology in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the professional corporation is Karen L. Weiss, Ph.D., P.A.

ARTICLE II - PURPOSE

The purpose for which the Corporation is organized is to practice the profession of psychology.

**ARTICLE III - ELECTION UNDER PROFESSIONAL
CORPORATION ACT**

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V - CAPITAL STOCK

The number of shares the Corporation is authorized to issue is 1,000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE VI - STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1,000.00.

VII - REGISTERED OFFICE

The street address of the Corporation's initial registered office in this State is 975 Island Grove Drive, DeLand, Florida, 32724. The initial registered agent at the registered office is Karen L. Weiss.

VIII - PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 975 Island Grove Drive, DeLand, Florida, 32724.

IX - INCORPORATOR

The name and post office address of the incorporator is :

Karen L. Weiss

975 Island Grove Drive
DeLand, FL 32724

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TALLAHASSEE, FLORIDA

X - MANAGEMENT

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 1, 2005.

Karen L. Weiss

KAREN L. WEISS, Incorporator

STATE OF FLORIDA }
COUNTY OF VOLUSIA }

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared KAREN L. WEISS, to me well known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 1st day of February, 2005.



Astrid de Parry
ASTRID DE PARRY
Notary Public, State of Florida

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Karen L. Weiss
Signature/Registered Agent

2-1-05
Date