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2005 MAR 24 PM 3:27

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3-38-0

March 22, 2005

Florida Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

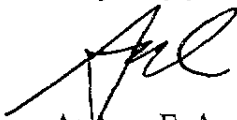
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of Andrew F. Arnell, MS, LMHC, P.A. along with a check in the amount of \$70.00 representing the filing fee for same.

Kindly see that these Articles are filed upon receipt and mail a stamped copy of same in the enclosed pre-addressed, postage-paid envelope.

Thank you for your assistance.

Very truly yours,



Andrew F. Arnell

Enclosures

7425 NW 65th Lane  
Fairland, IL 33067

FILED  
2005 MAR 24 P 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANDREW F. ARNELL, MS, LMHC, P.A.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation pursuant to the provisions of the Professional Service Corporation Act and Florida Business Corporation Act (the "Acts").

FIRST: The name of the Corporation (hereinafter called the "Corporation") is Andrew F. Arnell, MS, LMHC, P.A.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal office and mailing address of the Corporation shall be 6800 W. Commercial Boulevard, Suite 2, Lauderhill, Florida 33319.

FOURTH: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and unless the same shall be amended pursuant to the provisions of the Acts, are to render professional services and engage in any activities which facilitate or promote the practice of mental health care.

The professional services authorized hereby may only be rendered by the Corporation by its officers, employees and agents who are duly licensed or otherwise legally authorized to practice mental health care.

The Corporation shall not engage in business other than the practice of mental health care; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and own real or personal property necessary for the rendering of the professional services authorized hereby.

No stockholder of the Corporation may sell or transfer the common shares except to another individual who is eligible to be a stockholder of the Corporation.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is 500, all of which are of a par value of \$0.01 each, are of the same class and are to be common shares.

The Corporation shall not issue any of its common shares to anyone other than an individual who is duly licensed or otherwise legally authorized to practice mental health care.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws. The name and address of the person who is to serve as the member of the initial Board of Directors of the Corporation is as follows:

Andrew F. Arnell, MS, LMHC  
6800 W. Commercial Boulevard  
Suite 2  
Lauderhill, FL 33319

EIGHTH: The address of the initial registered agent of the Corporation in the State of Florida is 2200 North Commerce Parkway, Suite 202, Weston, Florida 33326 and the name of the initial registered agent of the Corporation at such address is Waldman Feluren Hildebrandt & Trigoboff, P.A.


NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew F. Arnell	6800 W. Commercial Boulevard Suite 2 Lauderhill, FL 33319

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Acts, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on March 23, 2005.

  
\_\_\_\_\_  
Andrew F. Arnell, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Waldman Feluren Hildebrandt & Trigoboff, P.A.

A handwritten signature in dark ink, appearing to read 'M. Feluren', is written over a horizontal line.

By: Mark S. Feluren, President