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Healing Minds Inc  
6971 North Tridand Highway #302  
Boca Raton, FL 33487

(City/State/Zip/Phone #)

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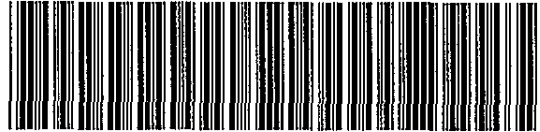
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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

CL 8-21

To: Division of Corporations

8/23/05

From: Healing Minds Inc

Sir or Madam,

Please register this corporation and send us a registered copy of the articles of incorporation. Please call me AT 786-262-1237 or email me AT [vitzai\\_x@bellsouth.com](mailto:vitzai_x@bellsouth.com) should you have any questions.

Ask You.

Xavise L.

Xavise Vitzai, CPA  
Vitzai & Cooper LLC.

**Articles of Incorporation  
of  
Healing Minds, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the laws of Florida, hereby adopt the following articles of incorporation.

**Article I. Corporate Name**

The name of the corporation is: Healing Minds, Inc.

**Article II. Nature of Business and Powers**

The general nature of this business to be transacted by this corporation is to engage in any and all business permitted under law of the State of Florida for providing Mental Health Services.

**Article III. Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One dollar (\$1.00) per share.

**Article IV. Term of Existence**

This corporation shall have perpetual existence commencing upon the filing of these articles.

**Article V. Principal Address**

The principal address of the corporation shall be:

6971 North Federal Highway Suite 302  
Boca Raton, FL 33487

**Article VI. Registered Agent**

Name: Hilda Noriega  
Address: 6971 North Federal Highway Suite 302  
Boca Raton, FL 33487

#### **Article VII. Initial Board of Directors**

**This corporation shall have One Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of the corporation are as follows:**

**Hilda Noriega  
6971 North Federal Highway Suite 302  
Boca Raton, FL 33487**

#### **Article VIII. Indemnification**

**This corporation shall indemnify any Officer or Director, or any former officer or Director, to the fullest extent permitted by law.**

#### **Article IX. Amendment**

**These Articles of Incorporation may be amended in the manner provided by law.**

#### **Article X. Transfer of Stock**

**No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make a satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.**

**Article XI. Incorporators**

The name and address of the persons signing these articles of incorporation as incorporators are as follows:

Hilda Noriega -100 Shares including Voting Rights – 100% Ownership  
6971 North Federal Highway Suite 302  
Boca Raton, FL 33487

**Article XII. By-Laws**

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

**Article XIII. Officers**

President – Hilda Noriega

This corporation shall have such additional officers as may be created from time to time by and under the authorization of its By-Laws. Any person may hold two or more offices.

I HEREBY AM FAMILIAR WITH AND ACCEPT  
THE DUTIES AND RESPONSIBILITIES OF THE  
REGISTERED AGENT.

Executed by the undersigned at Miami, Florida

  
Hilda Noriega

8/22/05  
Date

INCORPORATOR/ REGISTERED AGENT

State of Florida  
County of Dade

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TALLAHASSEE, FLORIDA