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FLORIDA PROFIT/NON PROFIT CORPORATION

DR. KAREN SCOTT, P.A.

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**ARTICLES OF INCORPORATION
OF
DR KAREN SCOTT, P.A.**

ARTICLE I — NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is DR. KAREN SCOTT, P.A. The principal place of business of the Corporation is 4114 Fillmore Street St., Hollywood, FL 33021.

ARTICLE II — REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is 2338 Hollywood Blvd., Hollywood, FL 33020. The name of the registered agent at such address is Jay E. Auerbach, Esq.

ARTICLE III — CORPORATE PURPOSES, POWERS, AND RIGHTS

3.1 The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of Psychology and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under other applicable law.

3.2 In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE IV — CAPITAL STOCK

4.1 The total number of shares of capital stock the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock"), \$.01. par value per share.

4.2 The designations, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any

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part of such remaining assets to any other corporation, trust, or other entity and receive payment therefor in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does hereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the state of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

ARTICLE V — INCORPORATOR

5.1 The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Jay E. Auerbach, Esq.	2338 Hollywood Blvd. Hollywood, FL 33020

5.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI — BOARD OF DIRECTORS

6.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

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6.2 (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name

Address

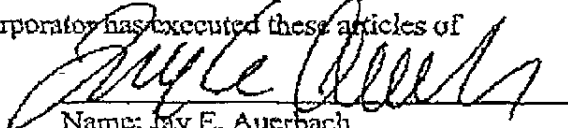
KAREN SCOTT

4114 Fillmore Street St
Hollywood, FL 33021.**ARTICLE VII — AMENDMENT**

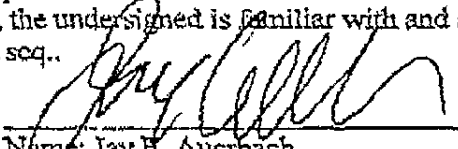
The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the state of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on February 10, 2006.


Name: Jay E. Auerbach**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **DR. KAREN SCOTT P.A.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.621, et seq.

Dated: February 10, 2006.
Name: Jay E. AuerbachFILED
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