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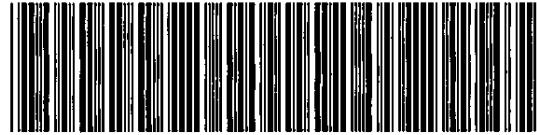
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TALLAHASSEE, FLORIDA

JACK B. PACKAR, P.A.
ATTORNEY AT LAW

JACK B. PACKAR, ESQ.

CORPORATE & BUSINESS LAW
MARITAL & FAMILY LAW
PERSONAL INJURY
REAL PROPERTY LAW

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May 3, 2006

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Daniel S. Marr, PSY. D., P.A.

Dear Gentlemen:

In regard to the above captioned matter, enclosed please find the following documents:

1. Articles of Incorporation of Daniel S. Marr, PSY. D., P.A.;
2. Certificate of Designation of Registered Agent / Registered Office;
3. This firm's check in the sum of \$78.75, representing filing fee and return of one certified copy of the Certificate of Incorporation; and
4. Self addressed stamped return envelope.

Upon filing, please forward the certified copy to the undersigned. Should you have any questions, please call.

Very truly,

JACK B. PACKAR, P.A.

By: 
Jack B. Packar, Esq.

JBP/dv
Enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DANIEL S. MARR, PSY. D., P.A.**

I the undersigned, for the purpose of becoming a professional corporation under the laws of the State of Florida, by and under the provisions of Chapter 608, Florida Statutes, as amended by the Professional Service Corporation and Limited Liability Company of the State of Florida, as set forth in Chapter 621, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of the corporation for profit do hereby subscribe to and execute this agreement.

ARTICLE I

The name of the corporation shall be: DANIEL S. MARR, PSY. D., P.A.

ARTICLE II

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, to wit:

- (a) To engage in every aspect of the practice of a psychologist, in all of its fields of specialization.
- (b) To render the professional services of a psychologist only through its officers, agent and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- ©) To invest funds in real estate, mortgages, stocks and other types of investments.
- (d) To own real and personal property necessary for rendering to the public of the services hereby authorized.
- (e) This corporation shall not engage in any business other than as a Psychologist.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock at par value of \$1.00 per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America or in property, labor or services, which in the judgment of the Board of Directors shall be the valuation equivalent to the value of

the stock to be issued.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be at:

22047 State Road 7, Boca Raton, FL 33428

Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and without the State of Florida and in foreign countries. The name of the initial registered agent of this corporation at the above address is Daniel S. Marr, PSY. D., P.A.

ARTICLE VII

The number of Directors of this corporation shall initially be one (1). The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Board of Directors and the stockholders.

The names and post office addresses of the members of the first Board of Directors and of the officers are:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL S. MARR	22047 State Road 7
Director, President and Secretary	Boca Raton, FL 33428

ARTICLE VIII

The names and post office addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each has agreed to take and the value of the consideration, therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
DANIEL S. MARR	22047 State Road 7 Boca Raton, FL 33428	100	\$100.00

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TALLAHASSEE, FLORIDA

ARTICLE IX

In furtherance, but not in limitation, of powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of this corporation.

- (a) The stockholders shall have no preemptive rights with respect to the stock of this corporation. This corporation may issue and sell its capital stock from time to time without offering such shares to the stockholders then holding shares of the capital stock.
- (b) Shares of this corporation's capital stock and certificates, therefore, shall be issued only to active members of the Florida Psychological Association in good standing.
- ©) If any officer, stockholder, agent or employee of this corporation, rendering professional service to the public, becomes:
 - 1. Legally disqualified to render professional services within the state; or
 - 2. Is elected to a public office; or
 - 3. Accepts employment that pursuant to existing law, is a restriction or limitation upon his rendering professional services; or
 - 4. Makes an assignment for the benefit of creditors; or
 - 5. Files a voluntary petition in bankruptcy; or
 - 6. Attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person, or in any manner, prohibited by law or by these Articles of Incorporation or the By-Laws of this corporation or
 - 7. If any execution is levied upon, or any lien of any kind is imposed upon the shares of stock of any such stockholder; or
 - 8. Upon the death or adjudication of the incompetency of the stockholder; or
 - 9. Upon voluntary or involuntary severance of a stockholder as an officer, agent or employee of this corporation; then in any of such events the stockholder's employment with and financial interest in this corporation shall cease forthwith, except to receive payment for such shares of stock in this corporation that are owned by him, and

any other amounts that are lawfully due the stockholder by the corporation. The shares of stock of such stockholder in this corporation shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividends or stock rights of any kind which may be declared thereafter by this corporation, and said stock of such stockholder shall be forthwith transferred, sold, pledged or redeemed at such price or value and only in such manner as shall be authorized or set forth in the By-Laws adopted by the stockholders of this corporation.

- (d) No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except as to another individual who is duly licensed or otherwise legally authorized within this State to render the same professional service of this corporation and then only after the proposed sale or transfer shall have been first approved at a stockholder's meeting specially called for such purposed, by such corporation, but by not less than a majority of the holders of all outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time, in the By-Laws adopted by the stockholder. At such stockholder's meetings, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.
- (e) This corporation's Board of Directors is specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of these shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

ARTICLE X

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XI

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (a) a pension plan, (b) a profit sharing plan, (c) a stock bonus plan, (d) a thrift and savings plan, (e) a restricted stock option plan, or (f) other retirement or incentive compensation plans.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directed and all the stockholders sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be made.

ARTICLE XIV

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of any action alleged to have been heretofore taken or omitted by him as Director of officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability except those arising out of his own willful misconduct.

The rights accruing to any person under the foregoing provisions of the Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right or corporation to indemnify or reimburse such person in any proper case herein, though not specifically herein provided for. The corporation, its Directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so, in reliance upon advice of Counsel.

I, the undersigned, DANIEL S. MARR, being the sole subscriber to the capital stock hereinbefore named, for the purpose of forming a professional corporation to do business within the State of Florida, as a psychologist, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do agree to make the number of shares of stock herein above set forth and accordingly have hereunto set my hand and seal on April 29th, 2006.



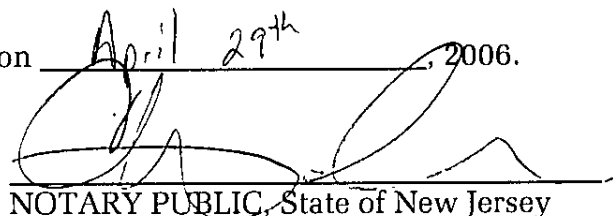
DANIEL S. MARR

STATE OF NEW JERSEY
COUNTY OF MIDDLESEX

BEFORE ME, the undersigned, duly authorized by law to take acknowledgments, personally appeared DANIEL S. MARR, known to me to be the person who signed the foregoing Articles of Incorporation and acknowledged that he signed, sealed and delivered the same as a voluntary act and that the facts therein stated are truly set forth.

GIVEN under my hand and seal on April 29th, 2006.

Notary Public
State of NJ
Amit R. Sharma
My Commission
Expires 2 / 22 / 2010


NOTARY PUBLIC, State of New Jersey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: DANIEL S. MARR, PSY. D., P.A.
2. The name and address of the registered agent and office is:

DANIEL S. MARR, PSY. D.
22047 State Road 7
Boca Raton, FL 33428

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29th day of April, 2006.



DANIEL S. MARR, PSY. D.