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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION**TARA A. LEMASTERS, P.A.**

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November 19, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER

SUBJECT: TARA A. LEMASTERS, P.A.
REF: WD8000052503

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The specific business purpose of the professional association must be stated in the document.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing SectionFAX Aud. #: H08000258483
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TARA A. LEMASTERS, P.A.

The undersigned, for the purpose of forming a professional service corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the professional service corporation is TARA A. LEMASTERS, P.A.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 6393 Bella Circle, Unit 504, Boynton Beach, FL 33437.

ARTICLE 2

DURATION

Section 2.1 Duration. This professional service corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This professional service corporation is organized for the purposes of transacting psychological therapy services.

Section 3.2 Other Activities. The professional service corporation may also engage in any other activities not specifically prohibited to either corporations for profit under the laws of the State of Florida or to corporations organized under the Florida Professional Service Corporation and Limited Liability Company Act, and the Professional Service Corporation shall also have the power to do all things necessary and proper to enable it to render such professional services and to engage in such activities, including, but not limited to, the powers enumerated in the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Act or any amendment thereto, insofar as such powers do not conflict with the laws of the United States and the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this professional service corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$0.01 per share. The shares shall have unlimited voting rights and shall be entitled to receive all of the net assets of the professional service corporation upon liquidation or dissolution. Shares in the professional service corporation shall be voted only by the holder of record or by another shareholder in accordance with a proxy or an agreement providing for the voting of shares. A shareholder who is legally disqualified or the personal representative of a deceased shareholder, though otherwise legally holding the shares, shall not be authorized at any time to participate in or to vote upon any matter concerning the rendering of professional services by the professional service corporation.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 6393 Bella Circle, Unit 504, Boynton Beach, FL 33437, and the name of the initial registered agent of this corporation at that address is Tara Lemasters.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the member of the first board of directors of the corporation are:

NAME	ADDRESS
Tara A. Lemasters	6393 Bella Circle Unit #504 Boynton Beach, FL 33437

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this professional service corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend

or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this professional service corporation are:

NAME

ADDRESS

Robert S. Bernstein, Esq.

One Independent Drive, Suite 1300
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This professional service corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 1st day of November, 2008.


Robert S. Bernstein, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated professional service corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

By: 
Tara A. Lemasters

Date this 14 day of November, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA