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T SCHROEDER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THERAMIND SERVICES OF FLORIDA, INC.

Signature _____

Requested by: BA

7/10/15

Name _____

Date _____

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Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

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____ Certificate of Good Standing _____

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____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

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____ UCC 1 or 3 File _____

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____ UCC 11 Retrieval _____

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**ARTICLES OF INCORPORATION
OF
THERAMIND SERVICES OF FLORIDA, INC.**

**ARTICLE I
NAME**

The name of this corporation is Theramind Services of Florida, Inc. (the "**Corporation**").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation (the "**Articles**") with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act (as the same exists or may hereafter be amended (the "**FBCA**") and matters related including, without limitation, the provision of outpatient neuropsychiatric clinical services and matters related thereto.

B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the Corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in the Articles or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of objectives of the Corporation.

C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE IV
POWERS**

The Corporation shall have all of the corporate powers enumerated in the FBCA.

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ARTICLE V CAPITAL STOCK

A. The Corporation is authorized to issue 1,000,000 shares of common stock, \$0.0001 par value per share, all of which shall be designated as "**Common Stock**".

B. Except as otherwise provided by law or in the bylaws of the Corporation (the "**Bylaws**"), the entire voting power for the election of members of the Board of Directors (the "**Board**") and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI ADDRESS

The initial street address of the principal office of the Corporation is: 977 Lakeview Parkway, Suite 190, Vernon Hills, Illinois, 60061, and the registered office of the Corporation is: 417 E. Virginia St., Tallahassee, FL 32301, and the name of the initial registered agent of the Corporation is Your Capital Connection, Inc.. The Board may from time to time move the principal or registered office to any other address in Florida or change the Corporation's registered agent.

ARTICLE VII DIRECTORS

The business and affairs of the Corporation shall be managed by the Board, which shall consist of not less than two persons. The number of members of the Board may be increased or diminished from time to time in accordance with the Bylaws.

ARTICLE VIII INITIAL DIRECTORS

The names and addresses of the initial members of the Board:

Mark M. Heatwole
977 Lakeview Parkway
Suite 190
Vernon Hills, IL, 60601

Kenneth H. Beard
977 Lakeview Parkway
Suite 190
Vernon Hills, IL, 60601

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ARTICLE IX INCORPORATOR

The name and address of the person signing the Articles is:

Terence F. Brennan, Esq.
Brennan Legal Group PLLC
301 East Pine Street
Suite 250
Orlando, Florida 32801

ARTICLE X OFFICERS

The Board may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the FBCA, the Articles and the Bylaws as the Board may deem advisable for the conduct and operation of the business of the Corporation.

ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board, subject to the power of the shareholders of the Corporation to repeal, alter, or amend any of the Bylaws adopted by the Board. The shareholders of the Corporation reserve the power to adopt Bylaws and to prescribe in any Bylaws that such Bylaws shall not be altered, amended, or repealed by the Board.

ARTICLE XII MEETINGS

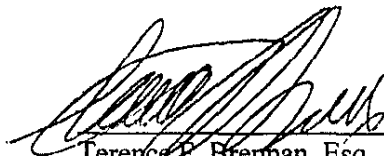
Meetings of the shareholders of the Corporation and the Board, including the time, place and manner of calling such meetings, shall be fixed by the Bylaws.

ARTICLE XIII AMENDMENT

The Articles may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned, as the sole incorporator of the Corporation,
has executed these Articles of Incorporation on July 10, 2015

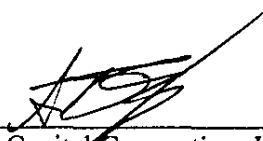


Terence P. Brennan, Esq.
Brennan Legal Group PLLC

Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN
ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.


Your Capital Connection, Inc.
Registered Agent

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