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NAME: CENTER FOR LEARNING NEEDS & PSYCHOLOGICAL INTERVENTI
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CENTER FOR LEARNING NEEDS & PSYCHOLOGICAL INTERVENTION, P.A.

The undersigned incorporator, for the purpose of forming a Professional Service Corporation under Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:
CENTER FOR LEARNING NEEDS & PSYCHOLOGICAL INTERVENTION, P.A.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1525 N. W. 167th Street, Suite 135, Miami, Florida 33169.

ARTICLE III: PURPOSE

The purpose of this corporation shall be rendition of testing and teaching, counselling, and psychological services.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Fifty (50) shares common stock, no par value.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
MICHAEL P. RIZZO, 1525 N. W. 167th Street, Suite 135, Miami, Florida 33169.

INSTRUMENT PREPARED BY:
EMANUEL S. OCHER, ESQ.
901 South 62nd Avenue
Hollywood, FL 33023
Florida Bar No. 076784
(305) 961.2900

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1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100

ARTICLE VI: BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

No Board of Directors

ARTICLE VII: OFFICER(S)

The name, title and address of the officers of this corporation shall be:

MICHAEL P. RIZZO 1828 NW 167th Street, Suite 135
President Miami, Florida 33169

ARTICLE VIII: INCORPORATOR(S)

The name and address of the incorporators to these Articles of Incorporation shall be:

MICHAEL P. RIZZO 1525 NW 167th Street, Suite 135
Miami, Florida 33169

ARTICLE IX: AUTHORIZED ACTS

The corporation shall have the authority to act and transact any business or action as authorized by Chapters 607 and 621 of the Florida Statutes and any amendments thereto.

The undersigned has executed these Articles of Incorporation this 20 day of January, 1995.

Michael P. Rizzo
Michael P. Rizzo, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 20 day of January, 1995, by MICHAEL P. RIZZO, personally known to me to be the person described in as a Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

Wendy A. Dugan
NOTARY PUBLIC, State of Florida

My Commission expires:



WENDY A. DUGAN
MY COMMISSION EXPIRES
October 2, 1995
EXPIRES WHEN THEY ARE REVOKED, ETC.

TOTAL P. 43

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

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TALLAHASSEE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY 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.

Michael P. Rizzo
Michael P. Rizzo, Registered Agent

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P95000005531

CENTER FOR LEARNING NEEDS
and Psychological Interventions, P.A.

DADE: (305) 620-7747 : FAX: (305) 620-1046
1395 N.W. 167 STREET, SUITE 146
MIAMI, FLORIDA 33169



March 26, 1996

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear FDC

This correspondence is to notify your office that the Center for Learning Needs and Psychological Interventions, P.A.'s current address is 1395 N.W. 167 Street, Suite 146, Miami FL 33169. The previous address was 1525 N.W. 167 Street, Suite 135, Miami FL 33169

In addition, it is my understanding that the Annual Reports were sent out the second week in January. Our office has not received such a document. Please forward the appropriate Annual Report Forms and they will be promptly completed and returned to your office. If you have any questions or concerns I may be reached at 305-620-7747.

Sincerely

Michael P. Rizzo
President,
Center for Learning Needs and
Psychological Interventions, P.A.

W. R.
3/27/96