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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 1492 W FLAGLER ST

STATE OF FLORIDA BUITE 200

409 EAST GAINES STREET TALLAHASSEE, FL 32399 MIAMI FL 33135-0-0000

CONTACT: RAY STORMONT FAX: (904) 922-4000 PHONE: (305) 541-3694 FAX: (305) 541-3770

(((H9500000084**5**))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CENTER FOR LEARNING NEEDS & PSYCHOLOGICAL INTERVENTI FAX AUDIT NUMBER: H95000000845

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ARTICISE OF INCORPORATION

OF

CENTER FOR LEARNING MEEDS & PSYCHOLOGICAL INTERVENTION, P.

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

ARTICLE IL HAND

The name of the corporation shall be:

CENTER FOR LEADNING MEEDS & PSYCHOLOGICAL INTERVENTION, P.A.

ARTICLE III PRINCIPAL OFFICE

The prinicpal 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 randition of testing and teaching, counselling, and psychological services.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorised 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, Plorida 33169.

INSTRUMENT PREPARED BY: ENAMUEL STORDER, ESQ. 901 South 62nd Avenue Hollywood, FL 33023 Florida Bar No. 076784 (50%) Quel.2900

ARTICLE VI. BOARD OF DIRECTORS

The name and eddress of the initial board of directors shall

No Board of Directors

ARTICLE VII: OFFICER(S)

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

MICHAEL P. RISSO President

1525 MW 167th Street, Suite 135 Michi, 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 Mismi, Florida 33169

ARTICLE IX: AUTHORISED ACTS

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

The undersigned has executed these Articles of Incorporation this no day of January, 1995.

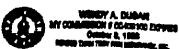
Michael F. Risso, Indorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this day of January, 1995, by MICHAEL P. RIZEO, 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.

My Commission expires:

HOTARY PUPPIC, States of Florida



CERTIFICATE OF DESIGNATION AND AMERICAN DEFICE

PAVING SEEN MANED AS ESCIPTURED AGENT AND TO ACCUST SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGES TO ACT IN THIS CAPACITY. I FURTHER AGRES 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. Risso, Redistared Agent

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 32315

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. 167Street, 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

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