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January 18, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed are the Articles of Incorporation for Adult & Child Counseling Center, P.A., along with my check in the amount of \$122.50 to cover the filing fee, certificate of designation of registered agent and for a certified copy of charter.

Please return the Charter upon filing.

Sincerely yours,

Margaret Palmer

Margaret Palmer

MP/tk
Enclosures

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FILED
1995 JAN 20 PM 12:30
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
ADULT & CHILD COUNSELING CENTER, P.A.**

FILED
1995 JAN 20 PM 12:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and legally licensed as mental health professionals in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is ADULT & CHILD COUNSELING CENTER, P.A.

**ARTICLE II
PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

To contract to provide and to provide psychological counselling, testing, consultation and related services, and to render such services as are ancillary thereto. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida professional corporation, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any or all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to act as a mental health professional in the State of Florida.

**ARTICLE IV
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE V
ADDRESS AND AGENT**

The street address of the principal and initial registered office of the Corporation is 3300 S.W. 34th Avenue, Suite 124-D, Ocala, Florida 34474, and the name of its initial registered agent is PHILIP T. MANNWEILER. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

**ARTICLE VI
DIRECTORS**

The Corporation shall be managed by a Board of Directors of at least two (2) Directors. No person shall serve as a Director of the Corporation unless the person is a duly licensed mental health professional in the state of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

PHILIP T. MANNWEILER
608 N.E. 48th Avenue
Ocala, Florida 34470

JOSEPH F. MELOCCHI
722 S.E. 17th Avenue
Ocala, Florida 34471

**ARTICLE VII
SUBSCRIBERS**

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is a duly licensed mental health professional in the State of Florida, are as follows:

PHILIP T. MANNWEILER
608 N.E. 48th Avenue
Ocala, Florida 34470

JOSEPH F. MELOCCHI
722 S.E. 17th Avenue
Ocala, Florida 34471

**ARTICLE VIII
RESTRAINT ON ALIENATION**

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

**ARTICLE IX
DISQUALIFICATION**

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 18th day of January, 1995.



PHILIP T. MANNWEILER



JOSEPH F. MELOCCHI

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in the Articles, I heroby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:

Philip T. Mannweiler
PHILIP T. MANNWEILER
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, personally appeared PHILIP T. MANNWEILER, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 18th day of January, 1995.

Margaret Palmer
NOTARY PUBLIC, State of
Florida at Large
Print Notary Name:

My Commission Expires:



FILED
1995 JAN 20 PM 12:30
TALLAHASSEE, FLORIDA