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TO: DIVISION OF CORPORATIONS FROM: CHERRY & SPENCER, P.A.
DEPARTMENT OF STATE 1665 PALM BEACH LAKES BLVD.
STATE OF FLORIDA
409 EAST GAINES STREET W. PALM BEACH FL 33401-0000
TALLAHASSEE, FL 32399 CONTACT: JULIE N KRAUSS
FAX: (904) 922-4000 PHONE: (407) 471-7767
FAX: (407) 471-7974

(((H95000002027))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, INC.
FAX AUDIT NUMBER: H95000002027 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/20/1995 TIME REQUESTED: 10:13:26
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072100000272

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAM: H95000002027

ARTICLES OF INCORPORATION
OF
PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, P.A.

The undersigned, desiring to organize a Professional Service Corporation for the purpose hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of the corporation is PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, P.A. and its principal business address 729 Colorado Avenue, Post Office Box 2025, Stuart, Florida 34995.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

The general nature of the business to be transacted by the corporation shall be and is to engage in the practice of psychology. The professional services involved in the corporation's practice of psychology may be rendered only through

PREPARED BY:
Richard G. Cherry, Esq.
Cherry & Spencer, P.A.
1665 Palm Beach Lakes Blvd.
Suite 600
West Palm Beach, Florida
(407) 471-7767
Florida Bar No.: 303860

ARTICLES OF INCORPORATION
PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, P.A.

Page -1-

FAM: H95000002027

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TALLAHASSEE, FLORIDA

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its officers, agents and employees who are duly authorized and licensed to practice psychology in the State of Florida.

The corporation shall not engage in any other business other than the practice of psychology. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1665 Palm Beach Lakes Blvd., Suite 600, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Richard G. Cherry, Esq.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Jeanne P. Ralicki

729 Colorado Avenue
Stuart, Florida 34995

FAN: H95000002027

ARTICLE VII

Directors

The name and address of the initial Directors of this corporation is as follows:

Jeanne P. Ralicki

729 Colorado Avenue
Stuart, Florida 34995

Jeffrey S. Ralicki

729 Colorado Avenue
Stuart, Florida 34995

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

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ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws

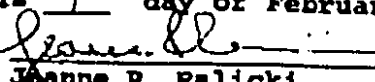
The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of February, 1995.


Joanne P. Ralicki

FAM: H95000002027

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Richard G. Cherry
Richard G. Cherry, Esq.

DATE

2/23/95

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95 FEB 23 PM 3:39
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, P.A.

Page -5-

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CHERRY & SPENCER, P.A.
ATTORNEYS AT LAW

THE FORUM
1085 PALM BEACH LAKES BOULEVARD • SUITE 600
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (407) 471-7767
TELECOPIER (407) 471-7974

RICHARD G. CHERRY
MAHC I. SPENCER
ROBIN B. ROTHMAN

March 23, 1995

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

600001441496
-03/28/95--01072--007
*****87.50 *****87.50

Re: Psychotherapy Associates of the Treasure Coast, P.A.

Gentlemen:

Enclosed for filing with your office is an original and a duplicate of the Articles of Amendment to the Articles of Incorporation for the captioned entity. Please proceed with the filing of the enclosed and return a certified copy to the attention of the undersigned in the self-addressed stamped envelope provided.

Also enclosed is our firm check in the amount of \$87.50 representing the required filing/certification fees.

If there is a problem with the filing of this documents, please contact the undersigned at the above address.

Sincerely,

Julie N. Krauss,
Legal Assistant

vjk
enclosures

FILED
95 MAR 28 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
3/30

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, P.A.

The following provisions of the Articles of Incorporation of PSYCHOTHERAPY ASSOCIATES OF THE TREASURE COAST, P.A., a Florida corporation, filed in Tallahassee on February 23, 1995 under document number P95000015377, be and they are hereby amended in the following particulars:

1. Article III is hereby deleted and in its place and stead is substituted the following:

"ARTICLE III

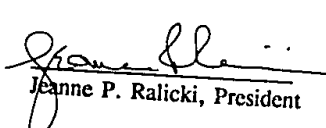
Purpose

The general nature of the business to be transacted by the corporation shall be and engage in the practice of psychotherapy. The professional services involved in the corporation's practice of psychotherapy may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice psychotherapy in the State of Florida.

The corporation shall not engage in any other business other than the practice of psychotherapy. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby."

2. There are no designated voting groups.
3. The foregoing amendment was unanimously adopted by the Stockholders and Directors of the Corporation on the 9th day of March, 1995.

IN WITNESS WHEREOF the undersigned has hereunto set her hand and seal this
20 day of March, 1995.


Jeanne P. Ralicki, President

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95 MAR 28 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA