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S.P. COLEMAN & ASSOCIATES, P.A.
ATTORNEYS AT LAW

311 PARK PLACE BLVD.
SUITE 240
CLEARWATER, FL 34619

TELEPHONE (813) 726-0016
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February 22, 1995

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

100001415561
-02/27/95--01007--018
****122.50 ****122.50

RE: Articles of Incorporation of
Professional Counseling, Inc.

Dear Sir or Madam:

Please find Articles of Incorporation for Professional Counseling, Inc. to be filed with your office. Also enclosed is a check in the amount of \$122.50 which represents payment of the filing fee.

Thank you for your cooperation.

Sincerely,

Steve Coleman
Steve Coleman *per cs*

SC:cs
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 FEB 24 PM 3:28

FILED

*Per Carolyn:
Correct per
name + address.*

*MH
2-27-95*

FILED

95 FEB 24 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL COUNSELING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be:

PROFESSIONAL COUNSELING, INC.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

101 S. Old Coachman Rd., #124
Clearwater, Florida 34625

ARTICLE III- PURPOSE(S)

The specific purpose for which the corporation is organized is to provide professional counseling services to the public.

ARTICLE IV- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

~~Sharon E. Helwerda~~
~~101 S. Old Coachman Rd., #124~~
~~Clearwater, Florida 34625~~

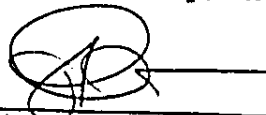
STEVE COLEMAN, ESQ.
311 PARK PL. BLVD.
SUITE 240
CLEARWATER, FL 34619

ARTICLE VI- INCORPORATORS(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Steve Coleman, Esquire
S.P. Coleman & Associates, P.A.
311 Park Place Blvd., Suite 240
Clearwater, Florida 34619

The undersigned incorporator has executed these Articles of Incorporation this 22 day of February, 1995.

A handwritten signature in dark ink, appearing to be 'Steve Coleman', written over a horizontal line.

Steve Coleman - Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 FEB 24 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PROFESSIONAL COUNSELING, INC.

2. The name and address of the registered agent and office is:

Steve Coleman, Esquire
S.P. Coleman & Associates, P.A.
311 Park Place Blvd., Suite 240
Clearwater, Florida 34619

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

DATED THIS THE 22 DAY OF FEBRUARY, 1995.


Steve Coleman