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54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD B. COHEN
GREGG H. GLICKSTEIN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER **
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN *

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

NEW YORK OFFICE
1129 NORTHERN BLVD
MANHASSET, NEW YORK 11030

BOCA RATON (407) 361-9600
WEST PALM BEACH (407) 844-4000
FT. LAUDERDALE (305) 822-0830
FAX (407) 361-9770

March 21, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

300.000.14-44443
-03/31/95--01006--012
444122.50 444122.50

RE: The Center for Forensic and Neuropsychology, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for The Center for Forensic and Neuropsychology, Inc. Also enclosed is our firm's check in the sum of \$122.50, in payment of the following costs:

Filing Fee:	\$35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00

\$122.50
=====

Kindly file the Articles of Incorporation and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN & ZAKARIN

By: Denise C. Conolly
Denise C. Conolly,
Legal Assistant

/dcc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 30 AM 10:23

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95 MAR 30 AM 10:23

ARTICLES OF INCORPORATION

OF

THE CENTER FOR FORENSIC AND NEUROPSYCHOLOGY, INC.

ARTICLE I

NAME

The name of this corporation is THE CENTER FOR FORENSIC AND NEUROPSYCHOLOGY, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To engage in any activity or business permitted under the laws of the United States and the State of Florida.
2. To provide psychology services.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 21301 Powerline Road, Suite 201, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation at that address is LORI WASSERMAN. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

LORI WASSERMAN
21301 Powerline Road, Suite 201
Boca Raton, Florida 33433

THEODORE WASSERMAN
21301 Powerline Road, Suite 201
Boca Raton, Florida 33433

RONALD DAVID FRANKLIN
21301 Powerline Road, Suite 201
Boca Raton, Florida 33433

ARTICLE VII
RESTRICTIONS ON TRANSFER OF STOCK

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INCORPORATOR

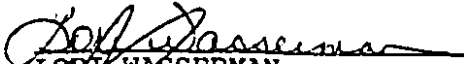


The names and addresses of the person signing these Articles are:

LORI WASSERMAN
21301 Powerline Road, Suite 201
Boca Raton, Florida 33433

THEODORE WASSERMAN
21301 Powerline Road, Suite 201
Boca Raton, Florida 33433

RONALD DAVID FRANKLIN
21301 Powerline Road, Suite 201
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles or Incorporation this 24 day of February, 1995.


LORI WASSERMAN

THEODORE WASSERMAN

RONALD DAVID FRANKLIN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of FEB, 1995, by LORI WASSERMAN, who is personally known to me or who has produced FL Drivers License as identification and who did take an oath.

(Notarial Seal)
My Commission Expires:

Dianne McCurry
Notary Public, State of Florida
Print Name: Dianne McCurry
Serial No.:
Dianne McCurry, Notary Public
State of Florida
My Commission Expires 5/19/95

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24th day of FEB, 1995, by THEODORE WASSERMAN, who is personally known to me or who has produced FL Drivers License as identification and who did take an oath.

(Notarial Seal)
My Commission Expires:

Dianne McCurry
Notary Public, State of Florida
Print Name: Dianne McCurry
Serial No.:

Dianne McCurry, Notary Public
State of Florida
My Commission Expires 5/19/95

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 24 day of FEB, 1995, by RONALD DAVID FRANKLIN, who is personally known to me or who has produced FL Driver License as identification and who did take an oath.

(Notarial Seal)
My Commission Expires:

Dianne McCurry
Notary Public, State of Florida
Print Name: Dianne McCurry
Serial No.:

Dianne McCurry, Notary Public
State of Florida
My Commission Expires 5/19/95

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THE CENTER FOR FORENSIC AND NEUROPSYCHOLOGY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida has named LORI WASSERMAN, located at 2301 Powerline Road, Suite 201, Boca Raton, Florida 33433, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY:

Lori Wasserman
LORI WASSERMAN

(Registered Agent)