

D9500035918

SCHROEDER AND LANCHE, P.A.

ATTORNEYS AT LAW

ONE BOCA PLACE, SUITE 319 - ATRIUM

2255 GLADES ROAD

BOCA RATON, FLORIDA 33431-7313

MICHAEL A. SCHROEDER

W. LAWRENCE LANCHE

ALAN PELLINGRA

FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

BOCA RATON (407) 241-0300

BROWARD COUNTY (305) 421-0878

TELECOPIER (407) 241-0798

May 2, 1995

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Attention: Bureau of Corporate Records

Re: Thea Samit, MPS, ATR Arts and Art Therapy, Inc.

Ladies/Gentlemen:

We enclose herewith an executed original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 covering your filing fee (\$35.00) and Registered Agent designation (\$35.00). Please file the Articles of Incorporation and return a stamped receipted copy to us in the enclosed Federal Express envelope.

Thank you for your cooperation.

Sincerely,

Alan Pellingra/bmb

ALAN PELLINGRA

AP/bmb
Enclosures

cc: Phyllis Gutto
McCarte & English
(via Regular Mail, with enclosures)

(CLIENTS\McCARTER\SAMITMPS.SSL)

500001473695
-05/03/95--01123--003
*****70.00 *****70.00

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

95 MAY -3 PM 2:49

FILED

BROWN MAY - 8 1995

ARTICLES OF INCORPORATION
OF

Thea Samit, MPS, ATR Arts and Art Therapy, Inc.

FILED
95 MAY -3 PM 2:49

DADE COUNTY CLERK
MIAMI, FLORIDA

Article I

Name

The name of the corporation is Thea Samit, MPS, ATR Arts and Art Therapy, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The principal place of business or mailing address of this corporation shall be: 1780 Broadway, Suite 202, New York, New York 10019.

Article V

Capital Stock

The corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7313 and the name of the initial registered agent of this corporation at the address is Alan Pellingra.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial director of this corporation is:

Thea Samit
1780 Broadway, Suite 202
New York, New York 10019

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Thea Samit, 1780 Broadway, Suite 202, New York, New York 10019.

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Officers and
to the
Florida Business
Incorporated
Activities in
Other matters
including advance
each proceeding
of the
exclusive
entitled
interested
official
including such
on which

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7313 and the name of the initial registered agent of this corporation at the address is Alan Pellingra.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial director of this corporation is:

Thea Samit
1780 Broadway, Suite 202
New York, New York 10019

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Thea Samit, 1780 Broadway, Suite 202, New York, New York 10019.

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. 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 shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

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 XIII

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 XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of ^{April}~~March~~, 1995.

Thea Samit
THEA SAMIT, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to at in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: ^{APR}March 21, 1995


ALAN PELLINGRA, Registered Agent
c/o Schroeder and Larche, P.A.
One Boca Place, Suite 319-Atrium
2255 Glades Road
Boca Raton, Florida 33431-7313

(CORP\SAMITMPS.ART) 622-32

FILED
55 MAY -3 PM 2:49
TALLAHASSEE, FLORIDA

SCHROEDER AND LARCHE, P.A.

ATTORNEYS AT LAW
ONE BOCA PLACE, SUITE 300 - BOCA RATON
2255 N. U.S. 1
BOCA RATON, FLORIDA 33431-7383

HAEL A. SCHROEDER
W. LAWRENCE LARCHE
ALAN PELLINGRA

* FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES LAWYER

BOCA RATON (561) 241 - 0300
BROWARD COUNTY (954) 421 - 0878
TELECOPIER (561) 241 - 0798

June 2, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: ~~Thea Samit, MS, OTR Occupational Therapist, P.A.~~
~~(P95000035918)~~
Thea Samit, MPS, ATR, Arts and Art Therapy, Inc.
(P95000035918)

Gentlemen:

Please be advised that effective June 1, 1997, both of the
above-referenced entities have a new corporate address as follows:

41-51 East 11th Street
Fourth Floor
New York, NY 10003

Please note your records accordingly.

Very truly yours,


ALAN PELLINGRA

AP:cc

cc: Thea Samit, President

J:\7\CLIENTS\SAMIT\SECTY.ST

JS 6/10