

Law Offices
ROBERT A. SKEELS
Attorney & Counselor At Law

444 Third Street
Neptune Beach, FL 32266

Telephone (904) 247-1305
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Corporate Records
Division of Corporation
P.O. Box 6307
Tallahassee, FL 32301

Re: BEACHES PSYCHOLOGICAL GROUP, P.A.

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-05/15/95--01059--010
***122.50 ***122.50

Dear Sirs:

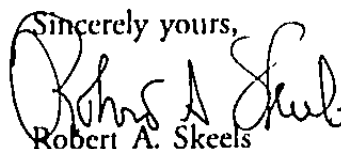
In connection with the incorporation of the above captioned company, you will please find enclosed herewith the Articles of Incorporation, in duplicate, together with the Registered Agent certificate designating the registered agent for service of process within the State of Florida.

You will also please find enclosed payment in the amount of \$122.50 to cover the following costs:

Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent:	35.00
Total:	\$122.50

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,


Robert A. Skeels

Encls: Articles of Incorporation (Original and 1 Copy)
Registered Agent certificate (Original)
Payment - \$122.50

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95 MAY 15 PM 1:48
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEACHES PSYCHOLOGICAL GROUP, P.A.

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is BEACHES PSYCHOLOGICAL GROUP, P.A.

Article II - Nature of Business

This corporation, being organized pursuant to the provisions of Chapters 607 and 621, Florida Statutes, may engage in any activity or business permitted under the laws of the United States and the State of Florida related to the practice of psychology and the provision of psychological, testing, counseling, therapy and related services to patients of the practice.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares of common stock having a par value of \$1.00 per share.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

Article V - Term

This corporation shall have perpetual existence.

Article VI - Address

The initial street address of the principal office of this corporation in the State of Florida is:

936 Beach Boulevard
Jacksonville Beach, Florida 32250

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The board of directors may from time to time move the office to any other location within the State of Florida.

Article VII - Directors

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

LAURA B. CARPER
1050 Kings Road
Neptune Beach, Florida 32266

ROBERT CHAPMAN
1484 Linkside Drive
Atlantic Beach, Florida 32233

Article IX - Subscriber

The name and street address of the subscribers of these Articles is:

LAURA B. CARPER
1050 Kings Road
Neptune Beach, Florida 32266

ROBERT CHAPMAN
1484 Linkside Drive
Atlantic Beach, Florida 32233

Article X - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

Article XI - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article XII - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors,

or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Article XIII - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIV - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XV - No Preemptive Rights

No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

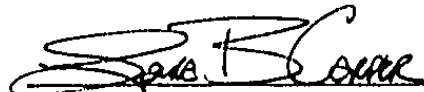
Article XVI - Reservations

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the Subscriber has executed these Articles on May 12, 1995.



ROBERT CHAPMAN
Subscriber



LAURA B. CARPER
Subscriber

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.

The foregoing instrument was acknowledged before me on May 12, 1995 by LAURA B. CARPER and ROBERT CHAPMAN who are personally known to me or produced their current Florida Drivers Licenses as identification and who did take an oath.



~~Vicky B. Martin~~ Maureen E. Wimberly
Notary Public, State Of Florida

WITNESS My Commission:



MAUREEN E. WIMBERLY
MY COMMISSION # CC309029 EXPIRES
August 1, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

BEACHES PSYCHOLOGICAL GROUP, P.A., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Robert A. Skeels, located at 444 Third Street, Neptune Beach, Florida 32266 as its agent to accept service of process within this state.

OFFICERS: President	LAURA B. CARPER 1050 Kings Road Neptune Beach, Florida 32266
Vice President	ROBERT CHAPMAN 1484 Linkside Drive Atlantic Beach, Florida 32233
Secretary	ROBERT CHAPMAN 1484 Linkside Drive Atlantic Beach, Florida 32233
Treasurer	LAURA B. CARPER 1050 Kings Road Neptune Beach, Florida 32266

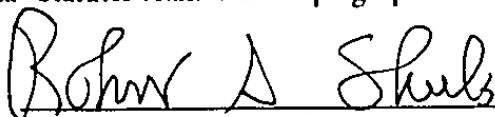
DIRECTORS: ROBERT CHAPMAN
1484 Linkside Drive
Atlantic Beach, Florida 32233

LAURA B. CARPER
1050 Kings Road
Neptune Beach, Florida 32266

By: 
Corporate Officer

ACKNOWLEDGEMENT:

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


Registered Agent

FILED
95 MAY 15 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA