

P95000043569  
Osceola Paralegal Services, Inc.

17 S. Orlando Ave.  
Kissimmee, FL 34741  
(407) 870-5878  
Fax (407) 870-9997

Kathleen Foust  
Owner

May 25, 1995

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

RE: Articles of Incorporation for  
RESOLUTION COUNSELING, INC.

Dear Sir:

Enclosed are Articles of Incorporation for RESOLUTION COUNSELING, INC., a corporation for profit, a copy thereof, designation of resident agent, and my escrow check in the amount of \$122.50 for filing fees.

Your approval, filing, certification and return of the certified copy to the undersigned will be appreciated.

Thank you for your assistance in this matter.

Sincerely,

*Kathleen M. Foust*  
Kathleen M. Foust for  
Joanne MacPherson, President

Enclosures as stated.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
RESOLUTION COUNSELING, INC.

ARTICLE I  
CORPORATE NAME

The name of the corporation shall be: RESOLUTION COUNSELING, INC. The principal place of business of this corporation shall be 4851 S. Apopka-Vineland Road, Orlando, FL 32819.

ARTICLE II  
NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

ARTICLE III  
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

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 7,500 shares with each share having a par value of \$1.00 per share.

ARTICLE V  
REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Kathleen M. Foust, 17 S. Orlando Avenue, Kissimmee, FL 34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

## ARTICLE VI

### BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VII

### INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is/are:

JOANNE MacPHERSON	4851 S. Apopka-Vineland Road Orlando, FL 32819
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PETER MacPHERSON	4851 S. Apopka-Vineland Road Orlando, FL 32819
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The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

## ARTICLE VIII

### INITIAL OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

JOANNE MacPHERSON 9123 Bay Hill Blvd. Orlando, FL 32819	President
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PETER MacPHERSON 9123 Bay Hill Blvd. Orlando, FL 32819	Vice-President
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ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is:

JOANNE MacPHERSON  
9123 Bay Hill Blvd.  
Orlando, FL 32819

ARTICLE X  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE XI  
PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII  
BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on the 25<sup>th</sup> day of May, 1995.

  
JOANNE MacPHERSON

STATE OF FLORIDA :  
COUNTY OF OSCEOLA :

BEFORE ME, a notary public, personally appeared JOANNE MacPHERSON, who is the person described as incorporator and executed the foregoing Articles of Incorporation, and who provided the following as identification: personal knowledge and acknowledged before me that she subscribed to these Articles of Incorporation on the 25 day of May, 1995.

(NOTARY SEAL)

Notary Public State of Florida at Large  
My Commission Expires Oct. 11, 1995

Kathleen M. Foust  
Notary Public's Signature  
State of Florida at Large

Kathleen M. Foust  
Notary Public's Printed Name

My Commission Expires: 10-11-95

#### ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

Kathleen M. Foust  
Registered Agent