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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SPEECHMAN INTERNATIONAL CORP.

FAX AUDIT NUMBER: H95000006575

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(F.S. 607.164 AND CHAPTER 621)

The undersigned natural person, competent and licensed to practice Speech Pathology in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The name of this corporation shall be SPEECHMAN INTERNATIONAL CORP.

II

Purposes

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of speech pathology, and all its fields of specialization, as are engaged in by speech pathologists.
- b. To engage and render the professional services involved only through its officers, agents, and employees who shall be speech pathologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

- a. The maximum number of shares of stock that the

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corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to speech pathologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV Duration.

The corporation shall have perpetual existence.

V Registered Agent

The address of this corporation's initial registered office is John Wayne Reutter and the name of its initial registered agent at said address is 906 Beckley Drive, Venice, FL 34292.

VI Incorporator

The name and address of the incorporator are as follows: John Wayne Reutter, 906 Beckley Drive, Venice, FL 34292.

VII Board of Directors

The corporation shall have a board of directors consisting of not more than 5 persons nor less than 1. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The names and addresses of the initial directors of this corporation are: John Wayne Reutter, 906 Beckley Drive, Venice, FL 34292.

VIII Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

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IX

Severance and Termination of Employment

If any officer, director, shareholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation in the State of Florida, this 26 day of May, 1995.

John Wayne Reutter
John Wayne Reutter,
Incorporator

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John Wayne Reutter
John Wayne Reutter,
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared JOHN WAYNE REUTTER, who [x] is to me well known or [] who produced _____ as identification, to be the person described in and who executed the foregoing articles of incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Sarasota in the said county and state, this 26th day of May, 1995.

Pamela L. Gifford
Notary Public, State of Florida
Pamela L. Gifford, Commission #CC125244
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: July 9, 1995.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS



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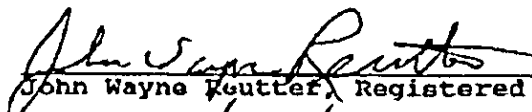
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 607.325, Florida statutes, the following is submitted:

WHEREAS, Speechman International Corp., with its place of business at 906 Beckley Drive, Venice, Florida 34292 has named in its Articles of Incorporation John Wayne Reutter, located at 906 Beckley Drive, Venice, Florida 34292, as its agent to accept service of process within Florida,

NOW THEREFORE, having been named to accept service of process for the above stated Florida corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and in accepting such appointment I am familiar with and accept the obligations provided for in Florida Statute 607.325 and I accept the duties and obligations of section 607.325 Florida statutes.


John Wayne Reutter, Registered Agent
06/10/95
Date

FILED
JUN 13 AM 11:28
CLERK OF COURT
TALLAHASSEE, FLORIDA

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