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P95000046217

June 8, 1995

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Incorporation of The Medical Psychology Group, Inc.

Dear Sir/Madam:

Pursuant to the incorporation of The Medical Psychology Group, Inc., enclosed are the following:

1. Original and one (1) copy of fully executed Articles of Incorporation of The Medical Psychology Group, Inc.;
2. Check no. 1535 in the amount of \$122.50 to cover the following items:

(a) Filing Fees	\$35.00
(b) Certified Copy of Articles	\$52.50
(c) Registered Agent Designation	\$35.00

TOTAL

\$122.50

3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,

Cat L. Brower

Cat L. Brower
Legal Assistant to
Bradley J. Davis

:cb
Enclosures

EFFECTIVE DATE

6-7-95

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ARTICLES OF INCORPORATION
OF
THE MEDICAL PSYCHOLOGY GROUP, INC.

FILED
1995 JUN 12 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is The Medical Psychology Group, Inc.

The principal place of business and the mailing address is 1555 Howell Branch Road, Suite C-210, Winter Park, FL 32789.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1000 shares, all of one class, at \$.01 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

Bradley J. Davis
390 N. Orange Avenue, Suite 800
Orlando, FL 32801

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than THREE (3).

The names and addresses of the initial directors of this corporation are:

Edmund S. Bartlett
1555 Howell Branch Road, Suite C-210
Winter Park, FL 32789

David R. Cox
1555 Howell Branch Road, Suite C-210
Winter Park, FL 32789

Mark C. Williams
1118 South Orange Avenue
Suite 202A
Orlando, FL 32806

ARTICLE VII

INCORPORATOR

The names and addresses of the incorporators signing these Articles of Incorporation are:

Edmund S. Bartlett
1555 Howell Branch Road, Suite C-210
Winter Park, FL 32789

David R. Cox
1555 Howell Branch Road, Suite C-210
Winter Park, FL 32789

Mark C. Williams
1118 South Orange Avenue
Suite 202A
Orlando, FL 32806

ARTICLE VIII

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE IX

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

If all 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.

ARTICLE XV

PRE-EMPTIVE RIGHTS

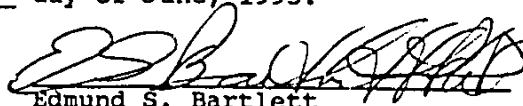
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

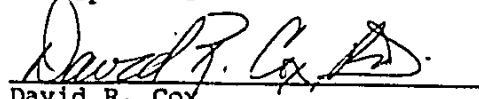
ARTICLE XVI

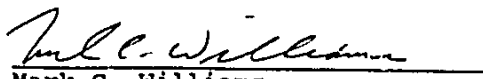
EFFECTIVE DATE OF INCORPORATION

This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of June, 1995.


Edmund S. Bartlett
Incorporator


David R. Cox
Incorporator


Mark C. Williams
Incorporator

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 607, Florida Statutes (1993).



Bradley J. Davis
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of June, 1995, by BRADLEY J. DAVIS, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:

CATHY L. BROWER
Notary Public, State of Florida
My Comm. Expires Aug. 11, 1998
Comm. No. CC399961


NOTARY PUBLIC

Name: CATHY L. BROWER

Address: 3001 ORANGE AVE

WINTER, FLORIDA 32789