

PG 1500053300
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassoo, FL 32314

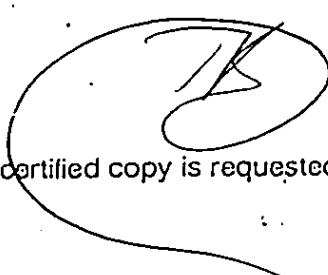
SUBJECT: PSYCHOEDUCATIONAL RESOURCES, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

FROM: MELROSE ACCOUNTING & TAX SERVICE, INC.
Name
P.O. BOX 1458
Address
MELROSE, FL. 32666
City, State, & Zip
(904) 475-2100
Telephone Number

000001530170
-07/05/95--01073--002
*****78.75 *****78.75

7-11-95



Note: Additional copy of articles is needed only when certified copy is requested.

ARTICLES OF INCORPORATION

OF

PSYCHOEDUCATIONAL RESOURCES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PSYCHOEDUCATIONAL RESOURCES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. BOX 2196

KEYSTONE HEIGHTS, FL. 32656

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

GREGORY J. NEIMEYER
PT. 2 BOX 322 SR 21
KEYSTONE HEIGHTS, FL. 32656

ARTICLE V INCORPORATOR(S)


The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GREGORY J. NEIMEYER
RT 2 BOX 322 SR 21
KEYSTONE HEIGHTS, FL. 32656

ROBERT NEIMEYER
482 SHERRY RD.
MEMPHIS, TN. 38117

The undersigned has(have) executed these Articles of Incorporation this

29th day of JUNE, 19 95.



PRESIDENT
Signature/Title

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: PSYCHOEDUCATIONAL RESOURCES, INC.

2. The name and address of the registered agent and office is:

GREGORY J. NEIMEYER

(NAME)

RT 2 BOX 322 SR 21

(P.O. BOX NOT ACCEPTABLE)

KEYSTONE HEIGHTS, FL. 32656

(CITY/STATE/ZIP)

SIGNATURE [Signature]

(corporate officer)

TITLE PRESIDENT

DATE JUNE 29, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE JUNE 29, 1995

REGISTERED AGENT FILING FEE: \$35.00

June 29, 1995

Florida Department of State
Tallahassee, FL 32399

Dear Sirs:

Upon the acceptance of Psychoeducational Resources as a corporation in the State of Florida, we request a copy of the Certificate of Status for the corporation. Please send it with the corporate acceptance letter.

Thank You,

Psychoeducational Resources