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F. B. ESTERGREN, P.A.
ATTORNEY AND COUNSELLOR AT LAW
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FT WALTON BEACH, FLORIDA 32549
(904) 243-7104 244-2148

August 2, 1995

Corporate Records Division
P.O. Box 6327
Tallahassee 32314

Re: FRANKLIN A. ROBERTS, P.A.

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

FBE/jap

Sincerely,

F. B. Estergren, P.A.

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ARTICLES OF INCORPORATION

OF

FRANKLIN A. ROBERTS, P.A.

FILED

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ARTICLE I

NAME

The name of this Professional Service Corporation shall be FRANKLIN A. ROBERTS, P.A., hereinafter referred to as the corporation.

ARTICLE II

DURATION

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the practice of Psychotherapy and conducting all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he or she already owns, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation is 5 Garniers Post Rd., Ft. Walton Beach, FL 32547 -1828, and the mailing address of the corporation is 5 Garniers Post Rd., Ft. Walton Beach, FL 32547-1828.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5 Garniers Post Rd., Ft. Walton Beach, FL 32547-1828, and the initial registered agent of the corporation at that address is FRANKLIN A. ROBERTS.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of the corporation is FRANKLIN A. ROBERTS, 5 Garniers Post Rd., Ft. Walton Beach, FL 32547-1828.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is FRANKLIN A. ROBERTS
5 Garniers Post Rd., Ft. Walton Beach, FL 32547-1828.

ARTICLE X

BY LAWS

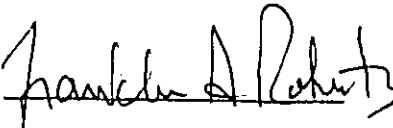
The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SECTION 1244 STOCK

It is the intent of these Articles that the Directors may sell the capital stock of the corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation on the 2 day of August, 1995.

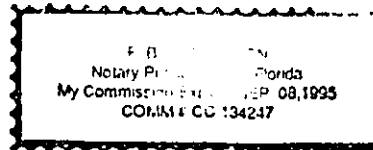

FRANKLIN A. ROBERTS

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 2 day of August, 1995, by FRANKLIN A. ROBERTS who is personally known to me or who has produced a Florida Driver's license as identification and who did not take an oath.

WITNESS my hand and official seal this 2 day of August 1995.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: _____

_____ FRANKLIN A. ROBERTS, P. A. _____

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

_____ Franklin A. Roberts _____

(NAME)

_____ 5 Garniers Post Rd. _____

(P.O. BOX NOT ACCEPTABLE)

_____ Ft. Walton Beach, FL 32547-1828 _____

(CITY/STATE/ZIP)

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

Franklin A. Roberts
Franklin A. Roberts

DATE

8.2.97