

LEVIN AND TANNENBAUM, P.A.

Attorneys at Law

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August 24, 1995

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Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Peter D. Kaplan, PhD., P.A.

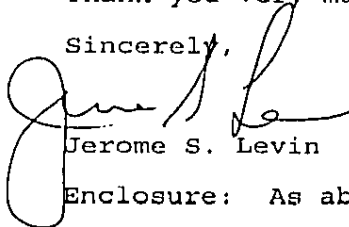
Gentlemen:

Enclosed please find the executed original Articles of Incorporation for the above-captioned corporation. I have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to me at Century Bank Building, 1680 Fruitville Road, Suite 102, Sarasota, Florida 34236.

Thank you very much.

Sincerely,

  
Jerome S. Levin

Enclosure: As above

JSL/nlf

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SHARON L. TALA

AUG 30 1995

ARTICLES OF INCORPORATION  
(Professional Corporation)

of

PETER R. KAPLAN, Ph.D., P.A.

The undersigned all of whom are duly licensed to practice psychology in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statute and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation.

I. NAME

The name of the corporation shall be Peter R. Kaplan, Ph.D., P.A.

II. PURPOSES

The purpose of which the Corporation is organized shall be to engage in and carry on all branches of the practice of psychology within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of encumber or invest in such real estate, mortgages, stocks, bonds and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonable required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporation, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation or other entity.

(e) To carry on any other business in connection with any incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida, with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

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TALLAHASSEE, FLORIDA

vi) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporation purpose or the attainment of any of the objectives or the furtherance of any of the powers, set forth in these Articles of Incorporation, incidental to, pertaining to or growing out of its professional business or otherwise, and at the times to comply with the provision of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

### III. DURATION

The term of existence of the corporation is perpetual.

### IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 100, all of which shall be common shares without par value.

### V. CAPITAL

The amount of stated capital with which the corporation shall begin business is FIVE HUNDRED AND 00/100 Dollars (\$500.00)

### VI. REGISTERED OFFICE

The address of the initial registered office of the corporation in this State is Century Bank Building, 1680 Fruitville Road, Suite 102, Sarasota, Florida, 34236. The initial registered agent at the register office is Alan E. Tannenbaum, Esq.

### VII. INCORPORATORS

The name and post office addresses of the incorporators are:

Peter R. Kaplan, Ph.D.	2055 Wood Street Suite 200 Sarasota, Florida 34237
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### VIII. DIRECTORS

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

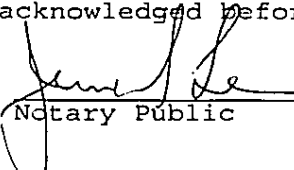
IN WITNESS WHEREOF, We have hereunto subscribed our names this 23 day of August, 1995.

  
PETER R. KAPLAN, Ph.D.

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me on the 23 day of August, 1995.

My Commission Expires:  
JEROME S. LEVIN  
COMMISSION # CC 421503  
EXPIRES NOV 27, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Service of Process Within This State, Naming Agent Upon Whom  
Process May Be Served

The following is submitted, in compliance with Chapter 48, 091  
Florida Statutes:

Peter R. Kaplan, Ph.D., P.A.

a corporation organized (or organizing) under the laws of the  
State of Florida with its principal office at 2055 Wood Street,  
Suite 200, Sarasota, Florida 34237, in the County of Sarasota,  
State of Florida, has named Alan E. Tannenbaum, Esq., Levin and  
Tannenbaum, P.A., Century Bank Building, 1680 Fruitville Road,  
Suite 102, Sarasota, Florida 34236, in the County of Sarasota,  
State of Florida, as its agent to accept service of process within  
this State.

I agree as Resident Agent to accept Service of Process; to  
keep office open during prescribed hours; to post my name (and any  
other officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by Law.

  
\_\_\_\_\_  
Alan E. Tannenbaum, Esq., Registered Agent