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Elaine S. Rubinson
4569 Carambol a Circle S.
Coconut Creek, Florida 33066

August 21, 1995

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Elaine S. Rubinson, L.M.H.C., P.A.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Elaine S. Rubinson

Elaine S. Rubinson, L.M.H.C., P.A.

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ARTICLES OF INCORPORATION FOR ELAINE S. RUBINSON, L.M.H.C., P.A.

The undersigned, a natural person, competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Elaine S. Rubinson, L.M.H.C., P.A.

ARTICLE II

The corporation shall be of perpetual duration.

ARTICLE III

The corporation is organized for the purpose of providing counseling and psychotherapy services to individuals and groups under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1000 shares of \$1.00 par value Common Stock, which shall be designated "Common Shares."

ARTICLE V

The initial post office address of the principal office of the corporation is:

4569 Carambola Circle S. Coconut Creek, Florida 33066

ARTICLE VI

The name and street address of the Initial Registered Agent of the Corporation is:

Elaine S. Rubinson 4569 Carambola Circle S. Coconut Creek, Florida 33066

ARTICLE VII

This corporation shall have one director initially, but the number may be changed 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:

> Elaine S. Rubinson 4569 Carambola Circle S. Coconut Creek, Florida 33066

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is:

Elaine S. Rubinson 4569 Carambota Circle S. Coconut Creer, Florida 33066

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of August, 1995.

Claire S. Rubinson, Incorporator

STATE OF FLORIDA)

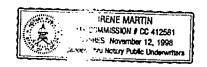
COUNTY OF PALM-BEACH)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ELAINC S Richard known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that see executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 23 day of formal seal, 1995.

Notary Public

My commission expires:



CERTIFICATE OF REGISTERED AGENT OF ELAINE S. RUBINSON, L.M.H.C., P.A.

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 4569 Carambola Circle S. Coconut Crev., Florida 3.066 has named Elaine S. Rubinson located at the aforesaid address, as its Registered Agent to accept service process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Elaine S. Rubinson, Registered Agent