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January 9, 1996

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

Re: Carol Nudelman, Psy.D., P.A.

To Whom It Concerns:

Enclosed please find an original of the Articles of Incorporation of Carol Nudelman, Psy.D., P.A., along with my check in the amount of \$122.50, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy fee in the amount of \$52.50, relative to the new above referenced Professional Association.

If you find the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,



Lewis W. Fishman

LWF:mmr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAROL NUDELMAN, PSY.D., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby organize myself for the purpose of becoming a professional service corporation under the provisions of Chapter 621, Florida Statutes, The Professional Service Corporation and Limited Liability Company Act, and Chapter 607, Florida Statutes, The Florida Business Corporation Act, pursuant to the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is: CAROL NUDELMAN, PSY.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be and is to engage in every phase and aspect of the practice of psychology. The professional services involved in the practice of psychology shall be rendered only through the Corporation's officers, employees and agents who are duly authorized and licensed under the laws of the State of Florida to practice psychology therein.

This Corporation shall not engage in any business other than the practice of psychology. However, this Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real and personal property necessary for the rendering of professional services.

This Corporation may do everything necessary and proper for the accomplishment of any of the purposes enumerated in its Articles of Incorporation, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in

association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes herein.

The foregoing specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice psychology in the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the City of Coral Gables, County of Dade, State of Florida and the post office address of said principal office shall be 1514 San Ignacio, Suite 250, Coral Gables, Florida 33146. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

INCORPORATOR

The name and post office address of the incorporator of the Articles of Incorporation is:

Carol Nudelman, Psy.D.
1514 San Ignacio
Suite 250
Coral Gables, Florida 33146

ARTICLE VII

VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VIII

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this Corporation. If any shareholder becomes legally disqualified to practice psychology in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall

Immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE IX

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This Corporation shall have the power, at its option, to purchase any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefits of its employees, one or more of the following:

- (1) a pension plan
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession
- (3) a stock bonus plan
- (4) a thrift and savings plan
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XI

REGISTERED AGENT

The name and address of the Registered Agent for the Corporation is:

Carol Nudelman, Psy.D.
1514 San Ignacio
Suite 250
Coral Gables, Florida 33146

IN WITNESS WHEREOF, I the undersigned incorporator, in the name of Carol Nudelman, Psy.D., P.A., have executed these Articles of Incorporation for the purpose of forming this Corporation as of the 7 day of January, 1996.

Carol Nudelman
Carol Nudelman, Psy.D.

STATE OF FLORIDA)
)
COUNTY OF DADE) SS.

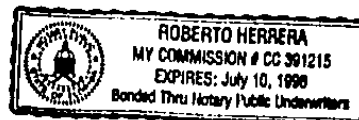
Before me, the undersigned authority, personally appeared CAROL NUDELMAN, PSY.D., personally known to me or who produced Florida Drivers License No. _____ B451-114-51-586 as identification, and who acknowledged before me that she executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 4 day of January, 1996.

[Signature]
Notary Public
State of Florida at Large

Roberto Herrera
Printed Name of Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Carol Nudelman does hereby agree to act as Registered Agent, until her resignation
or another Registered Agent is appointed.

Carol Nudelman
Carol Nudelman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA