

REFERENCE : 820964 142975A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 1996

ORDER TIME : 3:14 PM

ORDER NO. : 820964

CUSTOMER NO:

142975A

CUSTOMER: David A. Bastian, Cpa

DAVID A. BASTIAN, CPA, P.A.

700001699757

15310 Amberly Drive, Suite 250

Tampa, FL 33647

DOMESTIC FILING

NAME:

COLES COUNSELING SERVICES.

INC.

JM 29 MID:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

_ PLAIN STAMPED COPY

__ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

EXAMINER'S INITIALS: T. BROWN JAN 2 9 1996

SECRETARY OF CLATE
ALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COLES COUNSELING SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COLES COUNSELING SERVICES, INC.

The address of the principal office of this corporation shall be 12909 North 56th Street, Suite 201, Tampe, Florida 33617, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 15310 Amberly Drive, Suite 250, Tampa, Florida 32301, and the name of the initial registered agent of the corporation at that address is David A. Bastian.

AUTULE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Sheila M. Coles 12909 North 56th Street, Suite 201 Dir./Pres. Tampa, Florida 33617

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

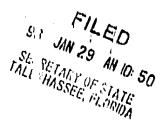
Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 26, 1996.

CORPORATION SERVICE COMPANY

By: Star Agent, Gail Shelby

ACG/cmh



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORAT ON

I, DAVID A BASTIAN, an individual residing in this state having a business office identical with the registered office of the corporation named bolow, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

Coles Counseling Services, Inc.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

DAVID A. BASTIAN