

**P96000012917**

HOWARD J. HOCHMAN

ATTORNEY AT LAW

1320 SOUTH DIXIE HIGHWAY, SUITE 1180  
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 863-3333  
TELECOPIER (305) 284-8709

OF COUNSEL: IVAN GOMEZ, P.A.

February 6, 1996

Secretary of State  
Division of Incorporation  
PO Box 6327  
Tallahassee, FL 32314

200001709162  
-02/07/96--01043--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Adrienne Rich Hochman, PA

Gentlemen:

EFFECTIVE DATE  
2-2-96

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of Adrienne Rich Hochman, PA.
2. Check in the sum of \$70.00 as payment for the filing fee and resident agent fee for the incorporation of Adrienne Rich Hochman, PA.

Thank you.

Very truly yours,

  
Howard J. Hochman

HJH/cb  
Enclosures

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
ADRIENNE RICH HOCHMAN, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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EFFECTIVE DATE

2-2-96

The undersigned acting as Incorporator of a Florida corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Adrienne Rich Hochman, P.A., and the initial principal office and mailing address of the Corporation is 1435 A South Miami Avenue, Miami, Florida 33130.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of:

1. Engaging in every phase and aspect of the business of rendering the same professional services to the public that a licensed clinical social worker duly authorized under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly authorized under the laws of the State of Florida to practice psychotherapy services therein.

2. Investing the funds of the Corporation in real estate,

mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

3. Transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

##### CAPITAL STOCK

The Corporation is authorized to issue 100 shares of (\$1.00 par value) par value Common Stock. None of the shares of the Corporation may be issued to anyone other than an individual duly authorized to practice psychotherapy in the State of Florida.

#### ARTICLE V

##### VOTING TRUSTS

No shareholder of the 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 VI

##### RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the Bylaws, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the 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 the relevant terms,

conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation. If any shareholder shall become legally disqualified to practice psychotherapy in the State of Florida, or accept employment that, pursuant to existing law, places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1320 South Dixie Highway, Suite 1180, Coral Gables, Florida 33146, and the name of the initial Registered Agent of the Corporation at that address is Howard Hochman.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and his/their successors shall have been duly elected and qualified, or until

his/their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation is/are:

<u>Name</u>	<u>Address</u>
Adrienne Rich Hochman	

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Howard Hochman	1320 S. Dixie Hwy., Suite 1180, Coral Gables, Florida 33146

ARTICLE X

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

ARTICLE XI

EFFECTIVE DATE

The effective date of this Corporation shall be February 2, 1996 or the earliest allowable date thereafter.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of February, 1996.

  
HOWARD HOCHMAN,  
Incorporator

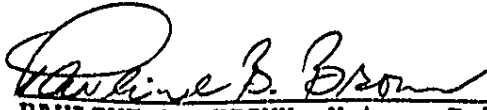
STATE OF FLORIDA)  
COUNTY OF DADE )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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BEFORE ME, the undersigned authority, authorized to take acknowledgement in the State and County set forth above, personally appeared Howard Hochman, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of February, 1996.

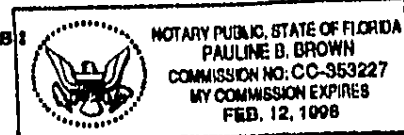


PAULINE B. BROWN, Notary Public

PAULINE B. BROWN

Printed name of Notary

My commission expires:

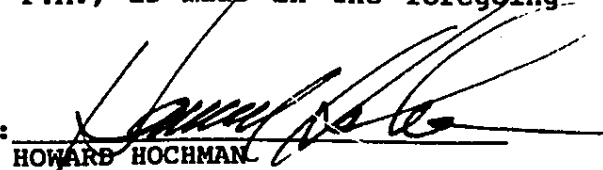


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Adrienne Rich Hochman, P.A., as made in the foregoing Articles of Incorporation.

Date: February 6, 1996

BY:



HOWARD HOCHMAN  
1320 South Dixie Highway  
Suite 1180  
Coral Gables, FL 33146

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