

P96000018394

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 2/28/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<i>nc</i>	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up *7:00 3:00*

RE: Kelly M. BOEHRER No. 52345

PH.D., B.S. 28 FEB 28 PM 2:33

SECRETARY OF STATE DISBURSED
 TALLAHASSEE, FLORIDA

Capital Express™
 Art. of Inc. Filing _____
 Corp. Record Search _____
 Ltd. Partnership Filing _____
 Foreign Corp. Filing _____
 () Cert. Copy(s) _____

ACTIVE DATE
2-23-96

Art. of Amend. Filing _____
 Dissolution/Withdrawal _____
 C U B. _____
 Fictitious Name Filing _____

800001727158
 -02/28/96--01099--003
 *****12.50 *****12.50

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

800001727158
 -02/28/96--01099--004
 *****10.00 *****10.00

UCC 1 or 3 Filing _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () pgs. _____

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

RECEIVED
 28 FEB 28 PM 1:09
 SECRETARY OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 FEB 28 PM 2:33

ARTICLES OF INCORPORATION
OF
KELLY M. BOSWELL, PH.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ACTIVE LIST

2-23-96

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a clinical psychologist licensed and otherwise legally authorized to practice by and within the State of Florida, hereby acting as Incorporator for the purpose of forming a Professional Service Corporation, for profit, by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - CORPORATION NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be:

KELLY M. BOSWELL, PH.D., A Professional Association

The Principal Corporate Address and Mailing Address is:

1370-13th Avenue South, Suite 214
Jacksonville Beach, Florida 32250

ARTICLE II - TERM OF EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE III - NATURE OF BUSINESS

The general nature of business and the proposed objects and purposes to be transacted, promoted, and carried on by the Corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the Laws of the State of Florida, viz:

1. To engage in each aspect of the field of clinical psychology as authorized and provided by the licensure of the principals hereof, and as allowed under the laws and regulations of the State of Florida.

2. To engage and render the professional service involved only through its officers, agents, and employees who are clinical psychologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service.

3. To own, or lease, real and personal property necessary for the rendering of the professional services hereby authorized.

4. To engage in no other business other than the rendering of the professional services specified herein.

ARTICLE IV - STOCK CLAUSE

The aggregate number of shares of stock which this Corporation shall have the authority to issue shall be 1,000 shares of common stock, each with a par value of \$1.00.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased from time to time by the By-Laws. The name and address of the initial Director of this Corporation is:

KELLY M. BOSWELL, PH.D. 1370-13th Avenue South, Suite 214
Jacksonville Beach, Florida 32250

ARTICLE VI - INCORPORATOR

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

KELLY M. BOSWELL, PH.D. 1370-13th Avenue South, Suite 214
Jacksonville Beach, Florida 32250

ARTICLE VII - INITIAL STOCKHOLDER

The initial Stockholder is KELLY M. BOSWELL, PH.D., who shall be issued and have, 500 initial shares of stock.

ARTICLE VIII - INITIAL OFFICERS

The initial Officer shall be:

KELLY M. BOSWELL, PH.D., President/Secretary

ARTICLE IX - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were presented and voted. Notice of any such action so

taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE X - STOCK TRANSFER AGREEMENTS

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereat endorsed thereon by any officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XI - FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a) Amendment, alteration, change, or repeal of any provisions of the Articles of Incorporation;
- b) Reorganization, merger, or consolidation of the Corporation;
- c) Sale, lease, or exchange of the major portion of the property or assets of the Corporation;
- d) Dissolution of the Corporation.

ARTICLE XII - INSPECTION OF BOOKS

Each shareholder shall have the unqualified right and privilege to examine all corporate books, records, and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

ARTICLE XIII - DIRECTORS

A. Selection and Replacement:

In any election of Directors by the Shareholders, each Shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any Shareholder to the President or the Vice-President of the Corporation not less than twenty-four hours before the time fixed for the holding of the meeting for the election of Directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the By-Laws of the Corporation.

B. Directors' Meetings:

The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken at a meeting of the Board except by majority vote of the members of the Board present at the meeting. In lieu of acting at a meeting, the Board may act without a meeting, provided that written consent to the action in question is signed by all Directors and filed with the minutes of the Board before or after the action in question is taken.

C. Telephone Meetings:

Members of the Board of Directors shall be deemed present at a meeting of a conference telephone or similar communications

equipment by means of such all persons participating can hear each other is used.

ARTICLE XIV - INTERESTED DIRECTORS

A. No contract or other transaction between a corporation and one or more of its Directors, or between a corporation or any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, which approves such contract or transaction, or that his or their votes are counted for such purpose:

1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board and the Board approves such contract or transactions by vote sufficient for such purpose without counting the vote or votes of such purpose without counting the vote or votes of such interested Director or Directors; or,

2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders; or,

3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board or its Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which approves such contract or transaction.

C. The Board shall have authority to fix the compensation of Directors for services in any capacity.

ARTICLE XV - LONG TERM EMPLOYMENT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for period longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI - DIRECTOR RELIANCE ON CORPORATE RECORDS

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statement of the Corporation represented to him to be correct by the President of the Corporation or the Officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XVII - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional dental services to the public becomes legally disqualified to render such professional services within this State or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article XVI dealing with "Amendments". Should any amendments be effected which changes the nature and purpose of this Corporation so that the restrictions of Florida Statute, 621, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this Corporation

except to receive payment for any stock owned and any amounts that are lawfully due and owing by the Corporation.

ARTICLE XVIII - AMENDMENTS

A. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' Meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Article of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

B. In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership which is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to law, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation in the manner and method prescribed in Subparagraph A of this Article to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this Subparagraph, that vacancy shall be filled by the Shareholders until this amendment is complete and effective, or until such ownership of shares no longer exists. No Shareholder shall be ineligible to vote on any such amendment merely because he is an eligible Shareholder under Florida Statutes 621; but he shall have no other voting right.

ARTICLE XIX - RIGHTS OF SHAREHOLDERS WHOSE INTEREST TERMINATES UNDER ARTICLE XVII

If any Shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article XVII, or the application of Chapter 621,

Florida Statutes, and should these Articles not be amended as provided in Article XVIII B, the financial interest of such Shareholder shall terminate immediately and automatically except to receive payment for such stock in this Corporation as may be owed to him, and any other amounts that are lawfully due and owing to him by the Corporation; and such shares of stock shall be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged, or redeemed at such price or value and under such terms as shall be authorized or set forth in the By-Laws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

ARTICLE XX - CORPORATE EXISTENCE EFFECTIVE DATE

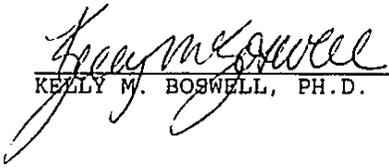
The effective date for corporate existence, and the incorporation hereof, shall be February 23, 1996.

This election is pursuant to Florida Statutes, Chapter 607.0123 & 107.0203.

ARTICLE XXI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this Corporation is: 421 North Third Street, Jacksonville Beach, Florida 32250. The name of the initial Registered Agent of this Corporation is: W. THOMAS COPELAND, Esquire.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, hereby executed these Articles of Incorporation and certifies to the truth of the facts herein stated, this 27 day of February, A.D., 1996.



KELLY M. BOSWELL, PH.D.

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

BEFORE ME, the undersigned authority, personally appeared KELLY M. BOSWELL PH.D., to me well known and known to be the person described in and who executed the foregoing of Incorporation, and she acknowledges before me that she executed the same for the purposes therein expressed.

FILED
RECEIVED
FEB 28 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal at Jacksonville Beach, Duval County, Florida, this 27 day of FEBRUARY, 1996.



KAC

Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE XXI hereof, has executed the following Acknowledgement accepting said office and agreeing to comply with the provisions of Chapter 48.001, Florida Statutes:

I, W. THOMAS COPELAND, having been named to accept service of process for the above-stated Corporation, at the place designated in ARTICLE XXI hereof, hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

W. Thomas Copeland

W. THOMAS COPELAND