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FILED
MAR -4 PM 12:49
TALLAHASSEE, FLORIDA

February 26, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-03/05/96--01045--003
****122.50 ****122.50

RE: The Counseling Center, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

Thank you.

Very truly yours,

BECKMEYER & MULICK

By: 

NM/rc

Enclosure

cc: Ann M. Hogle

F. CHESSEB

MAR 7 1996

**ARTICLES OF INCORPORATION
OF
THE COUNSELING CENTER, INC.**

FILED
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TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: The Counseling Center, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

The Counseling Center, Inc.
99551 Overseas Highway, Suite 200
Key Largo, Fl 33037

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Share at \$1.00 par value each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ann M. Hogle
99551 Overseas Highway, Suite 200
Key Largo, Fl 33037

ARTICLE V INCORPORATOR

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

Ann M. Hogle
99551 Overseas Highway, Suite 200
Key Largo, Fl 33037

ARTICLE VI PREEMPTIVE RIGHTS

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
3. No issue of stock of the corporation shall take place unless the price at which

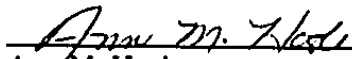
the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VII AMENDMENT

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 stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of February, 1996.


Ann M. Hogle

State of Florida

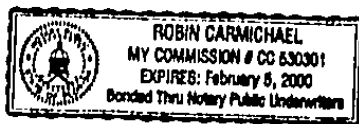
County of Monroe

The foregoing instrument was acknowledged before me this 26th day of February, 1996 by Ann M. Hogle. He is personally known to me or has produced FL. Drivers License as identification and did(did not) take an oath.

Robin Carmichael
Notary Public (Seal)

My Commission Expires:

Robin Carmichael
Print Name of Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The Counseling Center, Inc.
2. The name and address of the registered agent and office is:

Ann M. Hogle
99551 Overseas Highway, Suite 200
Key Largo, FL 33037

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Ann M. Hogle
Ann M. Hogle, Registered Agent

2-26-96
Dated

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TALLAHASSEE, FLORIDA