

March 13, 1996

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

Subj: Incorporation of WILLIAM E. RIEBSAME, PH.D. P.A.

Dear Sir,

400001748374  
-03/19/96--01020--016  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$122.50 to cover the filing fee.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd., Suite #302, W. Melbourne, FL 32904, telephone number (407) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

  
William E. Riebsame III

FILED  
96 MAR 18 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN MAR 22 1996

FILED  
96 MAR 18 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WILLIAM E. RIEBSAME, PH.D. P.A.

ARTICLE I. NAME

The name of this corporation is  
WILLIAM E. RIEBSAME, PH.D. P.A.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of psychology and all its fields of specializations, as are engaged in by licensed psychologists.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be psychologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c. To invest its funds in any type of investments permitted by law.

d. To engage in no other business other than the rendition of professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### ARTICLE IV. CAPITOL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to psychologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2123 Franklin Drive NE, Palm Bay, Florida 32905 and the name of the initial registered agent of this corporation at that address is WILLIAM E. RIEBSAME III.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

WILLIAM E. RIEBSAME III  
2300 Scenic Drive  
Melbourne, Florida 32901

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2123 Franklin Drive NE, Palm Bay, Florida 32905 and the mailing address of the corporation is 2123 Franklin Drive NE, Palm Bay, Florida 32905.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

WILLIAM E. RIEBSAME III  
2300 Scenic Drive  
Melbourne, Florida 32901

ARTICLE X. 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 all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE XI. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are

filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XII. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 14 day of

March, 1996.  
FL/DL

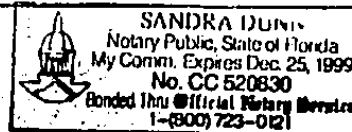
WILLIAM E. RIEBSAME III  
WILLIAM E. RIEBSAME III

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared WILLIAM E. RIEBSAME III to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14<sup>th</sup> day of March, 1996.  
FL/DL

Sandra Dunn  
Notary Public



DESIGNATION  
AS  
REGISTERED AGENT

FILED  
96 MAR 18 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That WILLIAM E. RIEBSAME, PH.D. P.A., desiring to organize under the laws of the State of Florida, with its principal office at 2123 Franklin Drive NE, City of Palm Bay, Brevard County, Florida 32905, has named WILLIAM E. RIEBSAME III, located at 2123 Franklin Drive NE, City of Palm Bay, Brevard County, Florida 32905, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
WILLIAM E. RIEBSAME III  
Registered Agent