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PROFESSIONAL ACCOUNTING ASSOCIATES, INC.
7522 NORTH 40th STREET
TAMPA, FLORIDA 33613

(813) 985-7067

March 27, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
-04/02/96--01037--014
***\$122.50 ***\$122.50

Dear Sirs:

Please file these Articles of Incorporation on behalf of SHIRLEY MARTIN MYERS L.C.S.W., P.A. with the Secretary of State. Please date the corporation to begin as of March 27, 1996. Please mail a copy of the acceptance and the articles to:

PROFESSIONAL ACCOUNTING ASSOCIATES, INC.
7522 NORTH 40th STREET
TAMPA, FLORIDA 33604

Thank you.

Sincerely,

Paul R. Hunt

Professional Accounting Associates, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 27 1996
95 AM - 1 1311:41

ENCLOSURES: ORIGINAL ARTICLES OF INCORPORATION
CHECK PAYABLE TO SECRETARY OF STATE FOR \$122.50.

PRS/slc

1 SN APR - 8 1996

EFFECTIVE DATE
Mar 27 1966

ARTICLES OF INCORPORATION
OF

FILED
25 APR - 1 1966
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHIRLEY MARTIN MYERS L.C.S.W., P. A.

ARTICLE I - NAME

The name of the Corporation is SHIRLEY MARTIN MYERS
L.C.S.W., P.A.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS
(Special Purpose)

The special purpose for which this corporation is being organized shall include the practice of Licensed Clinical Social Worker services as a professional medical corporation and to carry on services incident thereto, the practice of clinical social work is the sole and exclusive professional medical service to be rendered by this corporation. The professional medical services of this corporation shall be carried out only through officers, employees and agents each of whom has been admitted to practice as a Licensed Clinical Social Worker in the State of Florida and duly authorized to practice as a Licensed Clinical Social Worker in the State of Florida. The corporation shall also have the following rights and privileges:

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporation indebtedness as

required.

C. To purchase the corporation assets of any other corporation and engage in the same or other charter of business.

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness, created by any other corporation of the State of Florida or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. The foregoing enumeration of purposes shall not be deemed to limit or restrict the general powers of the corporation conferred on it by law, or to limit or restrict such powers as may be implied to it for the proper exercise of its express purposes and the performances of its authorized functions.

ARTICLE IV - SHARES

The aggregate number of shares which the corporation shall have authority to issue shall constitute 7,500 shares of common stock, each share having a par value of \$1.00, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholder. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

ARTICLES V - CAPITALIZATION

The beginning capital of this corporation shall be worth at least five hundred dollars in cash, property, labor or services at a just valuation to be fixed by the stockholders.

ARTICLES VI - CORPORATE ADDRESS AND REGISTERED AGENT

The street address of the corporations' initial registered office shall be 7522 North 40th Street, Tampa, Florida 33604 and its initial registered agent at such address shall be Paul R. Short. The principle office of the corporation and the mailing address is 5208 East Fowler Avenue, Suite E, Tampa, Florida 33617.

ARTICLE VII - DIRECTORS

Initially the corporation shall have 1 director whose name and address is as follows:

Shirley Martin Myers, Director
39322 Longview Avenue
Zephyrhills, Florida 33540

ARTICLE VIII - INCORPORATOR

The corporation shall have one incorporator whose name and address is as follows:

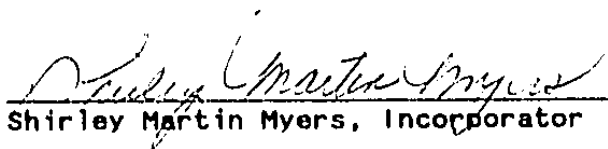
Shirley Martin Myers, President
339322 Longview Avenue
Zephyrhills, Florida 33540

ARTICLE IX - CORPORATION BEGIN DATE

The corporation shall have an effective beginning date of March 27, 1996.

ARTICLE X - POWERS

The power to adopt, alter, amend or repeal the corporate by-laws is hereby reserved to the shareholders of the corporation. IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 27th day of March 1996.


Shirley Martin Myers, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT SHIRLEY MARTIN MYERS L.C.W., P.A.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 5208 EAST FOWLER AVENUE, SUITE E, IN THE CITY OF TAMPA IN THE STATE OF FLORIDA WHOSE ZIP CODE IS 33617 HAS NAMED PAUL R. SHORT LOCATED AT 7522 NORTH 40TH STREET, IN THE CITY OF TAMPA IN THE STATE OF FLORIDA WHOSE ZIP CODE IS 33604, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Shirley Martin Myers*
CORPORATE OFFICER
TITLE PRESIDENT
DATE MARCH 27, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Paul R. Short*
REGISTERED AGENT
DATE MARCH 27, 1996

RECEIVED
TALLAHASSEE, FLORIDA
MAR 27 1996
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FBI