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April 10, 1996

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Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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FILED
STATE
DIVISION OF CORPORATIONS
APR 11 1996
TALLAHASSEE, FL

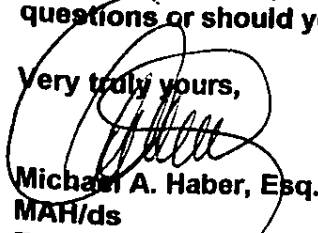
RE: ANDREA D. CONWAY SPEECH PATHOLOGY, INC.

Dear Sirs,

Please find the enclosed Articles of Incorporation for the above-referenced company together with the attached check (number 413) in the amount of one hundred and twenty-two dollars and fifty-cents (\$122.50) for the filing fees and for a certified copy of these corporate papers. Additionally, please find the enclosed addressed and stamped envelope for your convenience in returning the certified copy.

Thank you for your time and cooperation and please do not hesitate to contact either Ms. Conway or the undersigned registered agent should you have any questions or should you require any further information.

Very truly yours,


Michael A. Haber, Esq.
MAH/ds
Encls.

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ARTICLES OF INCORPORATION

OF

ANDREA D. CONWAY SPEECH PATHOLOGY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 PM 12:54

ARTICLE I.

CORPORATE NAME

The name of the corporation is: **Andrea D. Conway Speech Pathology, Inc.**

ARTICLE II.

CORPORATE OFFICE

The address of the principal office of the corporation is unknown and the mailing address of the corporation is: **9016 Garland Avenue
Surfside, Florida 33154**

ARTICLE III.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 1.00	Common

ARTICLE IV.

PREEMPTIVE RIGHTS

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

ARTICLE V.

**INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: Michael A. Haber, Esq.

INITIAL REGISTERED OFFICE: The White Building, Suite # 202
One Northeast 2nd Avenue
Miami, Florida 33132

ARTICLE VI.

INCORPORATOR

The name and address of each Incorporator executing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Andrea D. Conway	9016 Garland Avenue Surfside, Florida 33154

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

INDEMNIFICATION

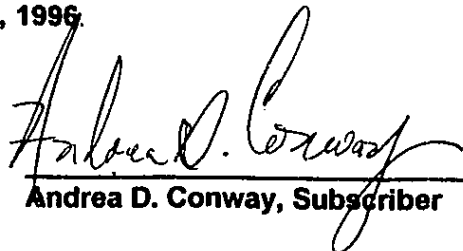
The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 10th day of April, 1996.

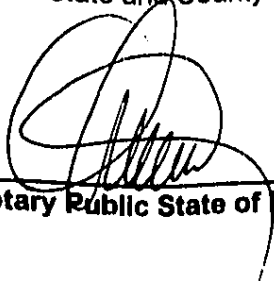


Andrea D. Conway, Subscriber

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared **ANDREA D. CONWAY** who is personally known to me or who has produced N/A as identification, who took an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that she has executed these Articles of Incorporation for **Andrea D. Conway Speech Pathology, Inc.** knowingly, intelligently and for the purposes herein described.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 10 day of April , 1996.



Notary Public State of Florida at Large

My commission expires:



OFFICIAL SEAL
Michael Adam Haber
My Commission Expires
April 22, 1996
Comm. No. CC 195765

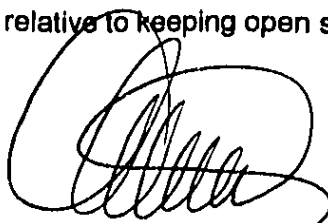
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **Andrea D. Conway Speech Pathology, Inc.**, desiring to organize under the laws of the **State of Florida** with its principal office, as indicated in the Articles of Incorporation at the City of **Surfside** County of **Dade**, State of **Florida**, has named **MICHAEL A. HABER, ESQ.**, located at **The White Building, Suite # 202, One Northeast 2nd Avenue**, City of **Miami**, County of **Dade**, State of **Florida**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above State corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



By:

MICHAEL A. HABER, ESQ., Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 PM 12:55