

96000055442

June 21, 1996

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

RE: Advanced Counseling Service, Inc.

Dear Sir or Madam:

Enclosed please find articles of incorporation and \$122.50 fees for same. Also a copy to return to us is attached.

The address is 100 Beacom Blvd., Miami, Florida 33125

If you have any questions please call me at (305) 545-5043.

Thank you

Leonor Gonzalez

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TALLAHASSEE, FLORIDA

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D. BROWN JUL - 1 1996

" ARTICLES OF INCORPORATION "

ADVANCED COUNSELING SERVICE, INC.

We, the undersigned natural person(s), competent to contract, acting as incorporator(s) of a corporation under the General Corporation Law of the State of Florida, make subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is:

ADVANCED COUNSELING SERVICE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:  
To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is one hundred dollars (\$100.00) consisting of one hundred (100) shares of common stock, having a par value of one dollar (\$1.00) per share.

Prepared By:

**ARTICLE IV**  
**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata 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 CAPITAL**

The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE VI**  
**CORPORATE EXISTENCE**

The corporation is to have perpetual existence.

**ARTICLE VII**  
**PRINCIPAL OFFICE**

The principal office of this corporation in the State of Florida is: 100 Beacom Boulevard, Miami, Florida 33125

**ARTICLE VIII**

**FIRST BOARD OF DIRECTORS**

The names and street addresses of the members of the first board of directors of the corporation are as follow:

LEONOR GONZALEZ 100 Beacom Boulevard, Miami, Florida 33125

**ARTICLE IX**

**SUBSCRIBERS**

The name and street address of each subscriber of these Articles of incorporation is:

LEONOR GONZALEZ 100 Beacom Boulevard, Miami, Florida 33125

**ARTICLE X**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is: 100 Beacom Blvd.,  
Miami, Florida 33125 and the name of the registered agent at that address is LEONOR GONZALEZ.

**ARTICLE XI**

**INDEMNIFICATION**

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the corporation or served in any capacity at the request of the corporation.

WITNESS WHEREOF, We do make and subscribe these  
Articles of Incorporation this 21 day of June, 1996.

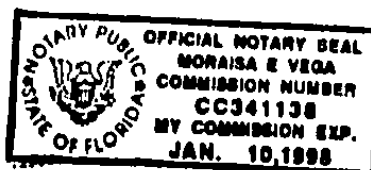
Leonor Gonzalez  
LEONOR GONZALEZ

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

The foregoing instrument was acknowledged before me this  
24 day of June, 1996, by Leonor Gonzalez who is personally  
known to me or who has produced a Driver's Lic. as  
identification and who did take an oath.

Moraisa E. Vega  
Notary Public At Large For The  
State of Florida

My commission expires:



ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for the  
above stated 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.

Leonor Gonzalez  
LEONOR GONZALEZ

FILED  
TALLAHASSEE, FLORIDA

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