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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000009319))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE PHOENIX COUNSELING CENTR, INC.

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ARTICLES OF INCORPORATION
OF
THE PHOENIX COUNSELING CENTER, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be THE PHOENIX COUNSELING CENTER, INC.

ARTICLE II

The nature of the business shall be to do all and everything necessary and proper for the accomplishment of any object enumerated in the Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and, in general, to carry on any lawful business permitted by the Statutes of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of stock at $.50 par value each.

ARTICLE IV

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

ARTICLE V

The existence of this corporation shall begin on date of filing with the Secretary of State and continue perpetually

Baron & Cliff, P.A.
11077 Biscayne Blvd. #307
Miami, FL 33161
(305) 893-2325

FBN. 178675
Richard Baron, Esq.

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thereafter.

ARTICLE VI

The post office address of the principal office of this corporation shall be 11077 Biscayne Blvd., Suite 307, Miami, Florida 33161.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1) member initially. The number may be increased from time to time, but never be more than three (3).

ARTICLE VIII

The name and street address of each member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until his/her successor is elected and has qualified, are as follows:

PRESIDENT: Martha Hyde Ratzan
11077 Biscayne Blvd.
Suite 307
Miami, Florida 33161

VICE PRESIDENT: Venessa Yeandle
11077 Biscayne Blvd.
Suite 307
Miami, Florida 33161

TREASURER: Stuart Townsend
11077 Biscayne Blvd.
Suite 307
Miami, Florida 33161

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ARTICLE IX

The name and address of the Subscriber(s) to these Articles of Incorporation:

Richard Baron, 11077 Biscayne Blvd., Miami, Florida 33161

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to wit: A president, one or more vice presidents, a treasurer and a secretary, and one or more assistant secretaries, provided that any one or more of said offices may be held by the secretary or assistant secretaries of the Corporation.

ARTICLE XI

The name and street address of the initial registered agent of this Corporation is: Richard Baron, Esq., Baron & Cliff, 11077 Biscayne Boulevard, Suite 307, Miami, Florida 33161.

R J Baron

RICHARD BARON

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this day of July 5th, 1996, by , who (✓) is personally known to me or ( ) who produced a Florida drivers license as identification, and who ( ) did or ( ) did not take an oath.

OFFICIAL NOTARY SEAL
OLGA L DIAZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC479117
MY COMMISSION EXP. JUNE 21,1999

Olga L. Diaz, Notary Public

Commission No.

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I, Richard Baron, having been designated as registered agent for service of process for The Phoenix Counseling Center Inc., at the place designated in the Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

RICHARD BARON, Registered Agent

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Body Esteem

Stuart Townsend
Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 12, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please find enclosed amendments adopted and a check for the total of $43.75. This includes the filing fee cost plus the cost of a certificate of status. If you have any questions please contact Martha Ratzan (President) at (305) 774-9244.

Sincerely,

Stuart Townsend

Martha GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD Incorporated
DATE 3-17
DOC. EXAM. ERG

NC
ERG
3/17

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

The Phoenix Counseling Center, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article One to be amended

Subject of Amendment - Name change

From:

The Phoenix Counseling Center, Inc.

To:

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable

THIRD: The date of each amendment's adoption: Feb. 10, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☑ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ____________________."
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 10th of February, 1997.

Signature M. Ratzan, President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Martha Ratzan
Typed or printed name

President
Title