

ORDER DATE : July 24, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 031071

CUSTOMER NO: 7

7106632

CUSTOMER: Mr. John V. Canter

MR. JOHN V. CANTER

2000 Wells Road, Suite G

Orange Park, FL 32073

DOMESTIC FILING

NAME:

GAIL B. RODGERS, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF COOR OF

CERTIFICATE OF GOOD STANDING

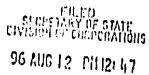
CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

8/12/96

Promise Hall (repl and inserted formers to a tradement of Promine Hall Inc. and to be covered to CSC betweeks 95 AUS 12 PH12: 47

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ARTICLES OF INCORPORATION

OF

GAIL B. RODGERS, P.A.

The undersigned incorporator hereby forms a corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: GAIL B. RODGERS, P.A.

The address of the principal office of this corporation shall be 1724 Village Way, Suite A, Orange Park, FL 32073.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in every aspect of the business of rendering the same professional services to the public that a Mental Health Counselor, duly licensed under the laws of the State of Florida, is authorized to render. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One thousand (1,000) common shares without par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1724 Village Way, Suite A, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Gail B. Rodgers.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

Gail B. Rodgers

1724 Village Way, Suite A Orange Park, FL 32073

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Gail B. Rodgers 1274 Village Way, Suito A Orango Park, FL 32073

IN WITNESS WHEREOF, the undersigned agent of Gail B. Rodgers, P.A., has hereunto set their hand and seal on July 26, 1996.

GAIL B. RODGERS, P.A.

By: Sail B. Rodgers

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Gail B. Rodgers authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foreyoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

GAIL B. RODGERS, P.A.

By: Stul B. angers

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Gail B. Rodgers , an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

GAIL B. RODGERS, P.A.

Gail B. Rodgers is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Gail B. Rodgers