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August 30, 1996

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

Re: JOHN P. MIHALOVICH, PhD., P.A.

Gentlemen/Ladies:

Enclosed is an original and one (1) copy of the articles of incorporation and this firm's check in the amount of \$122.50 for filling fee and certified copy.

Please contact me if you have any questions.

Sincerely,

Debra A. Sigafosse
Debra A. Sigafosse
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

DEBRA A SIGAFOOSE, LA
WARNER FOX SEELEY DUNGEY & SWEET
PO DRAWER 8
STUART, FL 34995-0006

SUBJECT: JOHN P MIHALOVICH, PHD., P.A.
Ref. Number: W96000018621

We have received your document for JOHN P MIHALOVICH, PHD., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00041641

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ARTICLES OF INCORPORATION
OF
JOHN P. MIHALOVICH, Ph.D., P.A.

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be:

JOHN P. MIHALOVICH, Ph.D., P.A.

The corporation's mailing address shall be:

934 NW SPRUCE RIDGE DRIVE

APARTMENT A-1

STUART, FLORIDA 34994

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is formed to engage in professional practice of psychology, and
to engage in any other lawful activities.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1100 SOUTH FEDERAL HIGHWAY
STUART, FL 34995

The name of the initial registered agent of this corporation at that address is:

M. LANNING FOX

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

JOHN P. MIHALOVICH, Ph.D.
934 NW Spruce Ridge Drive
Apartment A-1
Stuart, Florida 34994

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are:

JOHN P. MIHALOVICH, Ph.D.
934 NW SPRUCE RIDGE DRIVE
Apartment A-1
Stuart, Florida 34994

ARTICLE VIII

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the

corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Department of State.

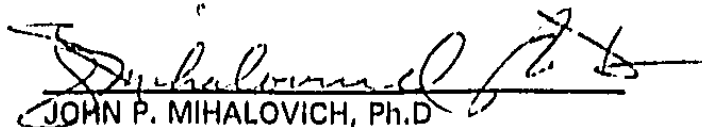
ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

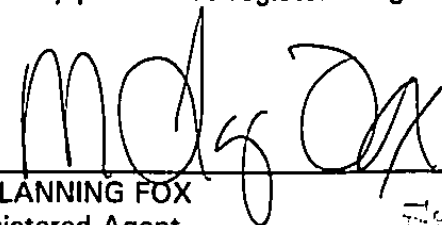
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of August, 1996.


JOHN P. MIHALOVICH, Ph.D.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for JOHN P. MIHALOVICH, Ph.D., P.A., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29th day of August, 1996.


M. LANNING FOX
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA