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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 0724TR50003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: PATAPHWAYS FOR HEALTH, P.A.

AUDIT NUMBER.....EH96000015903

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ARTICLES OF INCORPORATION
OF
PATHWAYS FOR HEALTH, P.A.

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The undersigned, who is duly licensed to engage in the practice of psychotherapy in the State of Florida, desires to form a Professional Association, pursuant to Chapter 621 of the Florida Statutes, also known as the Professional Service Corporation Act, for the purposes herein set forth, and adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME - The name of this Corporation is: PATHWAYS FOR HEALTH, P.A.

ARTICLE II

PURPOSES AND POWERS -

A. The nature of the business to be transacted by the corporation is to engage in the general practice of psychotherapy in the State of Florida, and,

B. To carry on any lawful purposes, other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties, and,

C. To borrow or raise money for any purpose of the corporation and to secure the same interest, or

Filed by:

CHRISTOPHER N. LINK, ESQUIRE
1222 North University Drive
Plantation, FL 33322
(954) 424-0890/Fax (954) 424-0895
Florida Bar No: 887821

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for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights now owned or hereinafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments, and do all other acts to the extent permitted under the laws of the State of Florida and, more particularly, Chapter 621 of the Florida Statutes governing professional service corporations.

ARTICLE III

CAPITALIZATION - The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, having a par value of One and 00/100 (\$1.00) Dollar per share for all such shares.

ARTICLE IV

INITIAL CAPITAL - The amount of capital with which this corporation will begin business is Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE V

COMMENCEMENT AND DURATION - The commencement of the corporate existence of **PATHWAYS FOR HEALTH, P.A.** shall occur upon the filing and acceptance of these Articles and shall exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS - The name of this corporation being **PATHWAYS FOR**

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HEALTH, P.A. shall have its principal place of business at 11149 N.W. 39th Street, #104, Sunrise, Broward County, Florida 33351.

The Board of Director may, from time to time, move the principal place of business to any other address in the State of Florida and establish branch offices in any place within the State of Florida as said corporation may desire.

ARTICLE VII

DIRECTORS -

A. This corporation shall be governed by a Board of Directors consisting of one (1) director initially. The number of directors may be increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

B. The Board of Directors shall consist of only those individuals who are duly licensed to engage in the practice of psychotherapy in the State of Florida.

C. The names and addresses of the first Board of Directors and subscribers to these Articles of Incorporation are as follows:

THOMAS A. GILFILLAN, LCSW	Director
11149 N.W. 39th Street	
#104	
Sunrise, FL 33351	

ARTICLE VIII

OFFICERS - The names and addresses of the Officers of the Corporation are as follows:

THOMAS A. GILFILLAN, LCSW	President/Treasurer
11149 N.W. 39th Street	and Secretary
#104	
Sunrise, FL 33351	

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ARTICLE IX

SUBSCRIBER AND INCORPORATOR - The subscribers to these Articles of Incorporation and the Incorporators hereof is:

THOMAS A. GILFILLAN, LCSW
11149 N.W. 39th Street
#104
Sunrise, FL 33351

ARTICLE X

VOTING TRUSTS - No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

ARTICLE XI

CUMULATIVE VOTING FOR DIRECTORS - At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he/she would be entitled to cast for the election of directors with respect to his/her shares of stock multiplied by the number of directors to be elected, and he/she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he/she may see fit.

ARTICLE XII

CONTRACTS - No contract or other transaction between this corporation and any other corporation or entity shall be affected by the fact that any director of this corporation is interested in, or is a director or

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officer of such other corporation, and, any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, entity or corporation shall be affected by the fact that any director of this corporation is a party, or in any way connected with such person, firm, entity or corporation, and every person who may become a director of this corporation is hereby relieved of any liability that might otherwise exist from contracting with this corporation in which he/she may be in any way interested.

ARTICLE XIII

REMOVAL OF DIRECTORS - Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIV

RESTRAINT OF ALIENATION OF SHARES - The stockholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by its stockholders. The manner and form, as well as relevant terms, conditions and details thereof, shall be determined by the stockholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholders of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a stockholder in this corporation, with the right of first refusal belonging to the existing stockholders of the corporation. If any stockholder becomes legally disqualified to practice

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psychotherapy in the State of Florida, or accepts employment that places restrictions or limitations upon his/her continuous rendering of such professional services or is deemed to no longer be in the best interest of the corporation, such stockholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the stockholders.

ARTICLE XV

ADDITIONAL CORPORATE POWERS - In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singularly the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union or interest, or cooperation, joint venture or otherwise, with any firm, entity, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his/her shares, in accordance with the By-Laws adopted by the stockholders of the corporation setting forth the terms and conditions of such purchases provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following, if such a plan or benefit is not otherwise prohibited by the Code of Professional Ethics:

- (1) a pension plan,
- (2) a profit sharing plan,
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or,
- (6) other retirement or incentive compensation plans.

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ARTICLE XVI

AMENDMENT - 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 stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XVII

REGISTERED AGENT - That CHRISTOPHER N. LINK, ESQ., 1222 North University Drive, Plantation, FL 33322, is hereby named the Registered Agent for this corporation to be its agent and accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for PATHWAYS FOR HEALTH, P.A. at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provision of the Act relative to keeping open said office.


CHRISTOPHER N. LINK, ESQUIRE
Registered Agent

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The undersigned, being a subscriber and incorporator for the purposes of forming this corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts contained herein stated are true and accordingly has heretofore set his hand this 7 day of Nov., 1996.

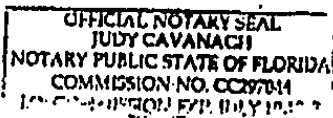

THOMAS A. GILFILLAN, LCSW
Incorporator


STATE OF FLORIDA)
 ss
COUNTY OF BROWARD)

BEFORE ME, personally appeared THOMAS A. GILFILLAN, LCSW, who, being duly sworn, deposes and says that the foregoing Articles of Incorporation are true and correct to the best of her ability, knowledge and belief, and were subscribed thereto for the purposes and uses therein mentioned and set forth.

SWORN TO AND SUBSCRIBED before me this 7 day of Nov., 1996.

My Commission Expires:




NOTARY PUBLIC - State of Florida
Judy Cavanagh
Printed Name of Notary

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