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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TONY GAUDIOSO LMHC & ASSOCIATES, P.A.

AUDIT NUMBER.....H97000000167

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

TONY GAUDIOSO LMHC & ASSOCIATES, P.A.

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The undersigned, for the purpose of forming a Professional Service Corporation in accordance with Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: TONY GAUDIOSO LMHC & ASSOCIATES, P.A.

The principal place of business and mailing address shall be: The 163rd Street Executive Center, 16300 N.E. 19th Avenue, #218, North Miami Beach, Florida 33162.

ARTICLE II

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of mental health counseling within the State of Florida and to do those things that are necessary or proper in connection with that practice.

ARTICLE III

The professional services of the Corporation shall be rendered only through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to practice counselling within the State of Florida.

Prepared by: Jeffrey M. Parlow & Associates, P.A.
16300 N. Hallandale Beach Boulevard
Hallandale, Florida 33112
(954) 456-2777
FL BAR No. 1 206720

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ARTICLE IV

The capital stock of the Corporation shall not be issued to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated.

ARTICLE V

No shareholder of the Corporation may sell or transfer his/her shares except to another professional corporation, a professional limited liability company, or an individual, each of which must be eligible to be a shareholder in the Corporation.

ARTICLE VI

The term of existence of the corporation is perpetual.

ARTICLE VII

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: Seven Thousand Five Hundred (7,500) shares at One and 00/100 (\$1.00) Dollars par value per share, common stock.

ARTICLE VIII

The amount of capital with which this Corporation shall commence business shall be not less than One Thousand and 00/100 (\$1,000.00) Dollars.

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ARTICLE IX

The registered office of this Corporation shall be:

c/o JEFFREY M. PERLOW & ASSOCIATES, P.A.
1820 E. Hallandale Beach Boulevard
Hallandale, Florida 33009

The Registered Agent at the above address is JEFFREY M. PERLOW.

ARTICLE X

This Corporation will be managed by the Stockholders.
There will be no Directors.

ARTICLE XI

The names and addresses of the Officers of the Corporation are:

President/Secretary/Treasurer:

TONY GAUDIOSO
16300 N.E. 19th Avenue, #218
North Miami Beach, Florida 33162

ARTICLE XII


The name and address of the Incorporator and Registered Agent signing these Articles is: Jeffrey M. Perlow whose address is 1820 East Hallandale Beach Boulevard, Hallandale, Florida 33009.

ARTICLE XIII

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

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Having been named to accept service of process for the above named Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JEFFREY M. PERLOW

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set by hand and seal on this 34 day of January, 1997.


JEFFREY M. PERLOW

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STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of January, 1997 by Jeffrey M. Parlow, who is personally known to me or who produced the following as identification: _____.

Sheila Jacobs
NOTARY PUBLIC

My commission expires:



SHEILA JACOBS
MY COMMISSION & CERTIFICATE EXPIRES
January 6, 1997
NOTARY PUBLIC STATE OF FLORIDA, INC.

FILED
JAN - 6 AM 9:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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