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CHRISTOPHER E. MAST, P.A.
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NAPLES, FLORIDA 34102
(941) 434-5922
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December 30, 1996

Department of State
Division of Corporations
Attn: New Filings
Post Office Box 6327
Tallahassee, Florida 32314

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-01/03/97--01037--008
****122.50 ****122.50

RE: Harald W. Lettner, Ph. D., P.A.

Dear Sir or Madam:

Please find enclosed for filing in this matter an original and one copy of the Articles of Incorporation, Certificate designating Registered Agent/Office and Acceptance along with my check in the amount of \$122.50 in payment of the filing fee.

After filing please return a certified copy to my attention.

Thank you.

Sincerely,



Christopher E. Mast, Esquire
Attorney at Law

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Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HARALD W. LETTNER, Ph.D., P.A.

ARTICLE I - NAME

The name of this corporation is Harald W. Lettner, Ph.D., P.A.

ARTICLE II - DURATION

This Professional Service Corporation shall have perpetual existence commencing on the date of filing of the within Articles of Incorporation with the Florida Department of State.

ARTICLE III - PURPOSE

This Professional Service Corporation is organized for the purpose of providing professional psychology and counseling services to the public and such other and further lawful business for which such corporations may be incorporated under Chapter 621, Florida Statutes, as now exists or may be hereinafter amended.

ARTICLE IV - CAPITAL STOCK

This Professional Service Corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this Professional Service Corporation is 745 12th Avenue South, Suite B, Naples, Florida, 34102 and the name of the initial registered agent of this Professional Service corporation at that address is Christopher E. Mast, Esquire. The street address of the principal office is 501 Goodlette Road North, Suite D-306, Naples, Florida 34102 and the mailing address is the same.

ARTICLE VII - BOARD OF DIRECTORS

This Professional Service Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Harald W. Lettner
501 Goodlette Road North
Suite D-306
Naples, Florida 34102

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Harald W. Lettner
501 Goodlette Road North
Suite D-306
Naples, Florida 34102

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Professional Service Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of December, 1996.

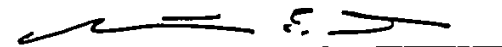

Harald W. Lettner
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Harald W. Lettner, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation and who produced a valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30th day of December, 1996.



NOTARY PUBLIC, State of Florida

My commission expires:



CHRISTOPHER E MAST
My Commission CC468254
Expires May. 31, 1999
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

FILED
97 JAN -2 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Professional Service Corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the Professional Services corporation is: Harald W. Lettner, Ph.D., P.A.
2. The name and address of the registered agent and registered office is:

Christopher E. Mast
745 12th Avenue South
Suite B
Naples, Florida 34102

DATED: 12/30/, 1996

By: 
Harald W. Lettner
Corporate Director

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATED: Dec 31 30, 1996.

By: 