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CARLOS M. FERNANDEZ, P.A.
CERTIFIED PUBLIC ACCOUNTANT

Member of American Institute
of Certified Public Accountants

Member of Florida Institute
of Certified Public Accountants

2600 Douglas Road, Suite 708
Coral Gables, Florida 33134

Phone: (305) 448-8988
Fax: (305) 448-3004

January 2, 1997

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

To whom it may concern:

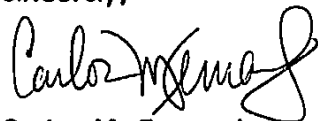
Enclosed please find one (1) copy and the original Articles of Incorporation and a check for \$122.50 for the State recording fee for the incorporation of **Dr. Sirouss Mobed, P.A.**

The State Certified copy of the articles and State of Florida Certificate for this corporation should be mailed to:

Carlos M. Fernandez, P.A.
2600 Douglas Road, Suite #708
Coral Gables, Florida 33134

If you have any questions, please contact the undersigned.

Sincerely,



Carlos M. Fernandez

Encl.
CMF/db

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**ARTICLES OF INCORPORATION
OF
DR. SIROUSS MOBED, P.A.**

The undersigned natural person, competent and licensed to practice psychology in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

The name and address of the corporation shall be:

Dr. Sirouss Mobed, P.A.
19390 Collins Avenue
North Miami Beach, Florida 33160

II

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of psychological services, and all its fields of specializations, as are engaged in by licensed mental health counselors.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be mental health counselors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to psychotherapists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

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IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 19390 Collins Avenue, North Miami Beach, Florida 33160, and the name of the its initial registered agent at said address is: Dr. Sirouss Mobed.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Dr. Sirouss Mobed
19390 Collins Avenue
North Miami Beach, Florida 33160

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Dr. Sirouss Mobed
19390 Collins Avenue
North Miami Beach, Florida 33160

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMATION DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION


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

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on this 3rd day of January, 1997.



Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

First that Dr. Sirouss Mobed, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Dr. Sirouss Mobed located at North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

Registered Agent



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