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John C. Gardner

Attorney at Law

311 South Missouri Avenue
Clearwater, Florida 34616

Phone (813) 461-3378

FILED
FEB -6 PM 2:30
TALLAHASSEE, FLORIDA
FAX (813) 461-6430

June 26, 1996

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

900002080039--8
-02/06/97--01047--001
****122.50 ****122.50

Re: Alice Morales, M. D., P. A.

EFFECTIVE DATE
2-3-97

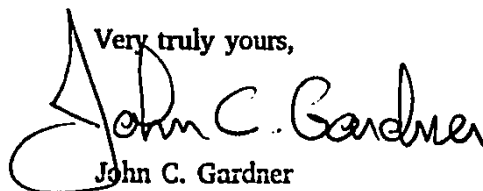
Ladies and Gentlemen:

Enclosed are the original and one photocopy of the Articles of Incorporation for Alice Morales, M. D., P. A., a professional service corporation, which I would appreciate your filing effective as of February 3, 1997.

Will you please return to me a certified copy of the Articles, as filed, as soon as possible. I am enclosing my Trust Account check payable to the Secretary of State in the amount of \$122.50, for the filing fee and the certified copy.

Thank you for your anticipated cooperation.

Very truly yours,


John C. Gardner

JCG/wtf
Encls.

F. CHANDLER FEB 6 1997

ARTICLES OF INCORPORATION

OF

ALICE MORALES, M. D., P. A.

A PROFESSIONAL SERVICE CORPORATION

EFFECTIVE DATE
2-3-97

FILED
97 FEB -6 PM 2:11
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice psychiatry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of the corporation and the address of the principal office, which is also the mailing address of the corporation, are:

ALICE MORALES, M. D., P. A.
1831 NORTH BELCHER ROAD, SUITE F-1
CLEARWATER, FLORIDA 34625

ARTICLE TWO

DURATION AND COMMENCEMENT

The corporation shall have perpetual existence, commencing on February 3, 1997.

ARTICLE THREE

PURPOSES

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

(a) To engage in every aspect of the practice of psychiatry, and all its fields of specialization, as are commonly engaged in by persons licensed to practice psychiatry in the State of Florida.

(b) To engage in and render the professional services involved only through its officers,

agents and employees who shall be psychiatrists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

(c) To engage in no other business other than the rendition of the professional services specified herein.

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

(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 Florida.

ARTICLE FOUR

CAPITAL STOCK

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock.

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

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

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

1831 NORTH BELCHER ROAD, SUITE F-1
CLEARWATER, FLORIDA 34625

and the name of the initial registered agent at that office is: ALICE MORALES.

ARTICLE SIX

DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or

decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial director of this corporation are:

ALICE MORALES
8 CAMBRIA STREET, UNIT 203
CLEARWATER BEACH, FLORIDA 34630

ARTICLE SEVEN

INCORPORATOR AND SUBSCRIBER

The name and address of the person signing these Articles as incorporator and as the initial subscriber to the capital stock of the corporation are:

ALICE MORALES
8 CAMBRIA STREET, UNIT 203
CLEARWATER BEACH, FLORIDA 34630

who subscribes to and agrees to take 100 shares of the stock of the corporation.

ARTICLE EIGHT

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.

ARTICLE NINE

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, 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 or her continued rendering of such professional services, he or she 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 or her all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE TEN

INFORMAL 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.

ARTICLE ELEVEN

INDEMNIFICATION

The corporation shall indemnify any and all officers, directors and former officers and directors to the full extent permitted by law.

ARTICLE TWELVE

BYLAWS

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

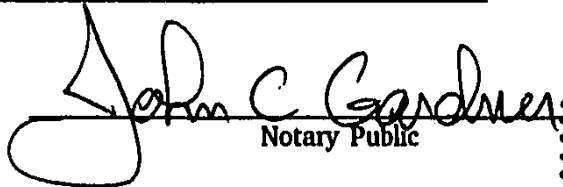
IN WITNESS WHEREOF the undersigned incorporator and subscriber has executed these Articles of Incorporation on February 3, 1997.



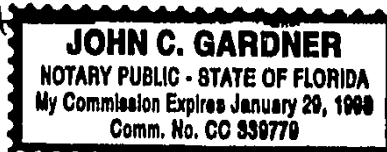
ALICE MORALES

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING Articles of Incorporation were acknowledged before me on the 3rd day of February, 1997, by ALICE MORALES, who [X] is personally known to me, or [] has produced _____ N/A as identification.

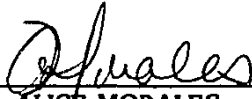


Notary Public



ACCEPTANCE BY REGISTERED AGENT

I HEREBY AGREE to act in the capacity of Registered Agent for the corporation which is the subject of the foregoing Articles of Incorporation and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping my office open for the acceptance of service. I am familiar with the duties and obligations of a registered agent under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and I hereby accept those duties and obligations.



ALICE MORALES
1831 NORTH BELCHER ROAD, SUITE F-1
CLEARWATER, FLORIDA 34625

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