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February 13, 1997

Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

P9700017343

Re: Joan Emont Leshner, L.C.S.W., P.A.

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-02/21/97--01002--007
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Joan Emont Leshner, L.C.S.W., P.A., a Florida corporation, along with our check in the amount of \$122.50. If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,

Debra H. Chrystie
Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

FILED
97 FEB 20 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2/25

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97 FEB 20 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
JOAN EMONT LESHNER, L.C.S.W., P.A.

Pursuant to Chapter 621, Florida Statutes, the undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice psychology in the State of Florida, by unanimous joint written consent of its directors and shareholders dated February 10, 1997, hereby reaffirm their intent to associate themselves as a professional corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME

The name of this Corporation is the Joan Emont Leshner, L.C.S.W., P.A.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The sole and exclusive purpose for which the Corporation is formed is to operate as a professional corporation for the purpose of rendering professional psychological services. The Corporation shall not engage in any business other than rendering professional psychological services, however, it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real or personal property which may be necessary or appropriate for rendering its professional services.

The purpose of the Corporation shall be carried out only through officers, directors, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional psychological services in the State of Florida.

ARTICLE IV - POWERS

To the extent not inconsistent with the Florida Professional Service Corporation Act, the Corporation and its officers, directors and shareholders shall have all the rights, liabilities, and duties as set forth under the Florida General Corporation Act,

Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

There shall be but one class of stock. The maximum number of shares of which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$.10 per share.

ARTICLE VI - TERMS OF CAPITAL STOCK

The shares of stock of this Corporation shall be issued only to individuals who hold an unlimited license to practice psychology in the State of Florida. When permitted in the Bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer her shares in this Corporation only to an individual who holds an unlimited license to practice psychology in the State of Florida. Any shares issued in violation of this Article VI are null and void and the voluntary transfer of any shares of stock transferred in violation of this Article VI is null and void. No shares may be transferred upon the books of this Corporation, or issued by this Corporation, until there is presented to and filed with the Corporation a certificate issued by the Secretary of State, State of Florida stating that the individual to whom the transfer is to be made, or the shares issued, holds an unlimited license to practice psychology in the State of Florida.

No shareholder of this Corporation shall enter into a voting trust agreement, or any other type agreement, vesting another person with the authority to exercise the voting power of any or all of his or her shares.

ARTICLE VII - INITIAL REGISTERED OFFICE
AND AGENT AND PRINCIPAL OFFICE

The initial registered office and principal office of this Corporation shall be 9485 Sunset Drive, Suite A-250, Miami, Florida 33173 and the initial registered agent of this Corporation at such office shall be Joan Emont Leshner, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping the registered office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

Directors need not be shareholders of the Corporation, but no individual may be a director of this Corporation who does not hold an unlimited license to practice psychology in the State of Florida. The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Joan Emont Leshner	9485 Sunset Drive, Ste. A-250 Miami, Florida 33173

ARTICLE IX - PROVISIONS FOR REGULATION OF
BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

(a) Officers. No individual may be an officer of this Corporation who does not hold an unlimited license to practice psychology in the State of Florida.

(b) Acts Prohibited. This Corporation may do no act which is prohibited to be done by individual persons licensed to practice psychology.

(c) Severance of Interest. If any officer, shareholder, agent or employee of this Corporation becomes legally disqualified to render professional psychological counseling within this state, he or she shall sever all employment with, and financial interest in, the Corporation forthwith.

The Corporation shall have the right, either in the Bylaws or by private agreement, to provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder. In the absence of such a provision in the Bylaws or by private agreement, the Corporation shall purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares in the Corporation within ninety days after the death of the shareholder or disqualification of the shareholder, as the case may be. The price for such shares shall be the book value as of the month immediately preceding the death or disqualification of the shareholder. The book value shall be determined from the books and records of the Corporation in accordance with the regular method of accounting used by such Corporation. The determination of book value shall be made by the accountant serving the Corporation at the time of death

or disqualification, or by a qualified successor accountant appointed for such purpose by the Board of Directors if the Corporation does not have an accountant at the date of death or disqualification, or if the accountant servicing the Corporation fails to make a determination of book value. If this Corporation shall fail to purchase such shares by the end of such ninety day period, then the executor or administrator or such other personal representative of a deceased shareholder or any disqualified shareholder may bring an action for the enforcement of this provision.

ARTICLE X - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Joan Emont Leshner 9485 Sunset Drive., Ste. A-250
Miami, Florida 33173

ARTICLE XI - DISSOLUTION

The Corporation shall be voluntarily dissolved only by the written consent of all of its shareholders.

The undersigned has executed these Articles of Incorporation this 10 day of February, 1997.

Joan Emont Leshner
Joan Emont Leshner, President


IN WITNESS WHEREOF, we have executed these Articles of Incorporation of JOAN EMONT LESHNER, L.C.S.W., P.A.

Joan Emont Leshner, LCSW, PA
Joan Emont Leshner

OFFICIAL NOTARY BEAL
BILLY L. MURPHY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC545842
MY COMMISSION EXPIRES APR. 7, 2000

STATE OF FLORIDA)
COUNTY OF Duval) SS.

The foregoing Articles of Incorporation of the JOAN EMONT LESHNER, L.C.S.W., P.A., were acknowledged before me this 10 day of Feb, 1997, by Joan Emont Leshner, President.


Notary Public

My Commission Expires:

Personally Known OR Produced Identification
Type of Identification Produced LICENSE

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as registered agent for the JOAN EMONT LESHNER, L.C.S.W., P.A. Further, I am familiar with, and accept the obligations of, the provisions of Section 607.0505, Florida Statutes.

Date: 2-10-97

By: Joan Emont Leshner
Joan Emont Leshner, Registered Agent

FILED
97 FEB 20 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA