

*P97000034239*  
**CANE CAPITAL GROUP**

4699 N. Federal Highway, Suite 209, Pompano Beach, Florida 33064  
(954) 784-8826

March 15, 1997

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

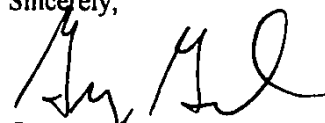
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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 APR 14 AM 11:45

Dear Sir or Madam:

Enclosed is a check for \$122.50 for the incorporation fee and certification. Could you please send the Articles of Incorporation and certification back to the address on this letterhead.

Thank you for your anticipated cooperation.

Sincerely,

  
Gregory R. Gerard

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D. BROWN APR 16 1997

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
TONIA L. TURNER, Ph.D., P.A.

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: TONIA L. TURNER, Ph.D., P.A.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. Any and all legal purposes, including, but not limited to, Psychological Therapy for individuals, family's and groups.

b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any share of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue

in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purpose of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that

have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

The article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be

issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 391 North West 48th Avenue, Deerfield Beach, Florida 33442. The name of its registered agent at that address is David Kelly.

#### ARTICLE VIII - DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this Corporation is two (2). The name and address of the persons to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Tonia L. Turner	350 Camino Garden Boulevard, Suite 301 Boca Raton, Florida 33432
David Kelly	391 North West 48th Avenue Deerfield Beach, Florida 33442

#### ARTICLE IX - INCORPORATORS

<u>Name</u>	<u>Address</u>
Tonia L. Turner	350 Camino Gardens Boulevard Suite 301 Boca Raton, Florida 33432

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

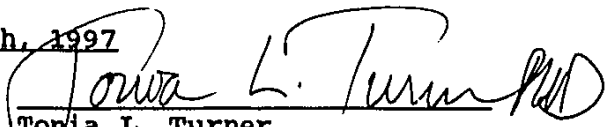
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract of transaction by vote or consent as such interested Director: or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 19th day of March, 1997

  
Tonia L. Turner  
Incorporator

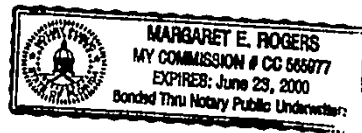
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STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation were acknowledged  
before me this 19th day of March, 1997.

Margaret E. Rogers  
NOTARY PUBLIC

My Commission Expires



CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 11:45

The following is submitted pursuant to Section 48.091 (1) and  
607.034, Florida Statutes:

Tonia L. Turner, Ph.D. P.A., desiring to organize under the  
laws of the State of Florida being in the County of Palm Beach, at  
350 Camino Gardens Boulevard, Boca Raton, Florida 33432, Suite 301,  
has named David Kelly, located at 391 N.W. 48th Avenue, Deerfield  
Beach, Florida 33442, as its initial registered agent to accept  
service of process within this state,

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the initial registered office of the  
Corporation in this state, I hereby accept to act in this capacity  
and agree to comply with the provisions of said statute relative to  
keeping the registered office of the corporation open from 10:00  
a.m. to noon each day, except Saturdays, Sundays, and legal  
holidays, and to post therein a sign designating the name of the  
corporation and the name of its registered agent.

DATE: March 20 1997

BY: David Kelly  
David Kelly  
Registered Agent