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LESTER & KLISTON, P.A.

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: TODD W. KLISTON, ESQ.
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ACCT#:

CONTACT: TODD W KLISTON
PHONE: (954) 473-4900

FAX #:

(954) 473-4907

NAME: ROBERT B. MCCUE II, PSY.D., P.A.

AUDIT NUMBER.....H97000006334

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 9

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROBERT B. MCCUE II, PSY.D., P.A.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is ROBERT B. MCCUE II, PSY.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The Corporation shall engage in the practice of psychology. This corporation shall not engage in any business other than the rendering of the professional services for which it was specifically incorporated, but it shall be permitted to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and shall be permitted to own any real or personal property necessary in the rendering of professional services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

Todd W. Kliston, Esq.
8211 W. Broward Blvd., Suite 375
Plantation, Florida 33324
Florida Bar # 163001
(954) 473-4900

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ARTICLE IV

CERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation is 107 Essex Road, Hollywood, Florida 33024.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director who shall hold office until his successor is elected and has qualified is:

Robert B. McCue II

107 Essex Road
Hollywood, Florida 33024

ARTICLE VIII

INCORPORATOR

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

NAME
Todd W. Klinton

ADDRESS
8211 West Broward Boulevard, Suite 375
Plantation, Florida 33324

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ARTICLE IX

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 8211 W. Broward Blvd., Suite 375, Plantation, Florida 33324 and the name of the initial registered agent at that office is Todd W. Kliston.

ARTICLE X

EFFECTIVE DATE

The initial date of incorporation shall be effective on the date this document is filed as evidenced by the Department of State's date and time acknowledgment.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Law.

ARTICLE XII


INDEMNIFICATION

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation,

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whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Date: April 19, 1997
Todd W. Kliston**FAX AUDIT #** H97000006334 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- Robert B. McCue II, Psy. D., P.A. DESIRING TO ORGANIZE
(name of corporation)

OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS

PRINCIPAL PLACE OF BUSINESS AT CITY OF Hollywood,
(city)

STATE OF Florida, HAS NAMED Todd W. Kliston,
(state) (name of registered agent)

LOCATED AT 8211 W. Broward Blvd., Suite 375,
(street address) (post office boxes are not acceptable)

CITY OF plantation, STATE OF FLORIDA, AS ITS AGENT TO

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS
OF THIS POSITION.

SIGNATURE:

Todd W. Kliston
(REGISTERED AGENT)

DATE:

APRIL 19, 1997FAX AUDIT #: H97000006334 1