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NAME: AMERICAN PSYCHOLOGICAL NETWORK, P.A.

AUDIT NUMBER.....H97000007902

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**ARTICLES OF INCORPORATION OF  
AMERICAN PSYCHOLOGICAL NETWORK, P.A.**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of psychology and provide psychological therapy services, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be:

AMERICAN PSYCHOLOGICAL NETWORK, P.A.

**ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 1450 Madruga Avenue, Coral Gables, Florida 33146. The name and address of the initial registered agent of the corporation shall be:

Livia R. Dreize, Esq.  
201 West Flagler Street  
Miami, Florida 33130

**ARTICLE III  
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

**ARTICLE IV  
PURPOSE**

This corporation is organized for the following purposes:

a. To engage in the professional practice of rendering psychological therapy services. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or

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incidental to the accomplishment or furtherance of the purposes or objects of this Corporation

b. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional psychological therapy services in the State of Florida.

#### **ARTICLE V CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, referred to as Common Shares, and shall have a par value of \$1.00 per share.

#### **ARTICLE VI VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE VII PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VIII DIRECTORS**

The corporation is to be managed by a board of directors. The Corporation shall have four directors initially. The initial directors of the Corporation shall hold office until their successors are elected and qualified as provided in the Bylaws, or until their earlier resignation or removal from office. The name of the initial directors are:

<u>Name</u>	<u>Address</u>
Bertha O. Bagaria - President	1450 Madruga Avenue, Suite 208 Coral Gables, Florida 33146
Patricia Calderon - Vice-President	1450 Madruga Avenue, Suite 208 Coral Gables, Florida 33146

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Hector Morales George - Secretary

1450 Madruga Avenue, Suite 208  
Coral Gables, Florida 33146

Jorge Barb - Treasurer

1450 Madruga Avenue, Suite 208  
Coral Gables, Florida 33146

The term of Office of each director shall be for one year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial board of directors shall be the authorized number of directors until the number is changed by a Bylaw duly adopted by the shareholders.

### ARTICLE VIII BYLAWS

The initial directors shall submit the proposed Bylaws to the shareholder(s) at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida this 7<sup>th</sup> day of May, 1997.

Bertha O. Bagaria  
BERTHA O. BAGARIA

STATE OF FLORIDA  
COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared BERTHA O. BAGARIA who is personally known to me or who has produced

FL. D. LC. BALD-074-51-884 as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 7<sup>th</sup> day of May, 1997.



LIVIA R. DREIZE  
COMMISSION # CC 425434  
EXPIRES DEC 8, 1998  
BONDED THRU  
ATLANTIC RENTING CO., INC

Livia R. Dreize  
NOTARY PUBLIC

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 7<sup>th</sup> day of May, 1997

Livia R. Dreize  
LIVIA R. DREIZE  
Registered Agent

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