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LOWNDES, DROSDICK → Department of State;# 1

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: GERIATRIC PSYCHOLOGICAL SERVICES, INC.

AUDIT NUMBER.....H97000008459

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

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ARTICLES OF INCORPORATION
OF
GERIATRIC PSYCHOLOGICAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GERIATRIC PSYCHOLOGICAL SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 595 Bay Isles Road, Suite 120-C, Longboat Key, Florida 34228.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of FIVE AND NO/100 DOLLAR (\$5.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Shawn G. Rader, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Edward A. Martell

595 Bay Isles Road, Suite 120-C
Longboat Key, Florida 34228

This document was prepared by:

SHAWN G. RADER, ESQUIRE

Florida Bar Number: 303054
Lowndes, Droadick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 849-4600

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Shawn G. Rader, Esquire

215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 21st day of May, 1997.


Shawn G. Rader, Incorporator

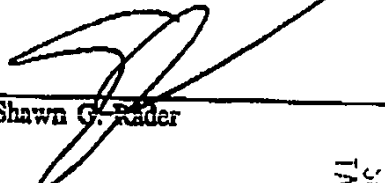
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of GERIATRIC
PSYCHOLOGICAL SERVICES, INC.


Shawn G. Rader

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of GERIATRIC PSYCHOLOGICAL
SERVICES, INC.


Shawn G. Rader

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