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TEMPLER & HIRSCH
ATTORNEYS AT LAW

20801 Biscayne Blvd., Suite 400
Miami, Florida 33180
Telephone (305) 937-2700

FILED
97 MAY 29 PM 2:30
TALLAHASSEE, FLORIDA

May 27, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/29/97--01089--005
****122.50 ****122.50

RE: Corporate Filing
Corporate Name: The Psychologist Line, Inc.

EFFECTIVE DATE

06-01-97

Dear Sir/Madam:

Please find the incorporation papers for The Psychologist Line, Inc. Kindly return the certified copy in the enclosed envelope.

If there is a problem, kindly contact the undersigned at 800-556-5297.

Sincerely,

TEMPLER & HIRSCH
Attorneys at Law

By: 

MARK N. HIRSCH, ESQ.

MNH/dya

QW 5-30-97

ARTICLES OF INCORPORATION
OF
THE PSYCHOLOGIST LINE, INC.

FILED
97 MAY 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
06-01-97

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: THE PSYCHOLOGIST LINE, INC.

The principal place of business of this corporation shall be:

20801 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33180

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

1000 SHARES AT \$1.00 PAR VALUE PER SHARE

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually from June 1, 1997.

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

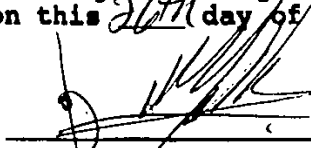
DANI ITZHAKI, PRESIDENT and DIRECTOR
20801 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33180

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

DANI ITZHAKI
20801 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33180

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of February, 1997.



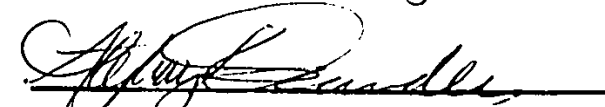
SIGNATURE ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF Dade



Witness THE FOREGOING instrument was acknowledged and sworn before me this 26th day of February, 1997, by Dani Itzhaki, who is personally known to me, as incorporator for THE PSYCHOLOGIST LINE, INC.

NOTARY PUBLIC
State of Florida



My commission expires:

STEPHAN K. SAUNDERS
NOTARY PUBLIC, State of New York
No. 09-476353R
Qualified in Bronx County
Commission Expires 2/25/97

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
97 MAY 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Florida Statute § 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: THE PSYCHOLOGIST LINE, INC.

2. The name and address of the registered agent and office is (P.O. Box is not acceptable): DANI ITZHAKI, 20801 BISCAYNE BOULEVARD, FLORIDA 33180 *OR, IF AN ALTERNATE, MARK HIRSCH, 20801 BISCAYNE BLVD, MIAMI, FLORIDA*

Having been named as Registered Agent and to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature: 

Corporate Officer

Title:

PRESIDENT

Date: FEBRUARY 26, 1997

EFFECTIVE DATE

06-01-97

Having been named as Registered Agent and to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature: 

Date: MAY 28, 1997