

P97000053446

TAX PREPARER OF AMERICA

ANTONIO VASANO
TAX PREPARER
940 LINCOLN ROAD MALL SUITE 204
MIAMI BEACH, FL 33139 USA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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 JUN 16 PM 2:16
 97
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Handwritten: 02/17/97

ARTICLES OF INCORPORATION

OF

305- 532-1098

POSITIVE MENTAL HEALTH, INC.

940 Lincoln Rd Mall Suite No. 204 Miami Beach, FL 33139

ARTICLE I - NAME

The name of this corporation is POSITIVE MENTAL HEALTH, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 300 shares of TEN (\$ 10.00) par value common stock which shall be designated "COMMON SHARES"

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Lincoln Rd. Mall Suite 204,
Miami Beach, FL 33139 and the name of the
initial registered agent of this corporation at that address
is Candida G. Siqueira.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and Address(es) of the initial director(s) of this corporation is (are):

Candida G. Sicne

4331 Alton Road, Miami Beach, FL 33140

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Candida G. Sicne

4331 Alton Road, Miami Beach, FL 33140

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the share holders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by Law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10 day of June 1997

X *Candida G. Sicre*

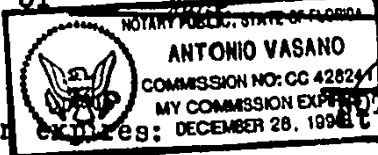
STATE OF FLORIDA
COUNTY OF DADE SS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared,

Candida G. Sicre

known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (They) acknowledged before me that he (they) executed those articles of incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida, County of Dade, this 10 day of June, 1997.



My commission expires:

Antonio Vasano
NOTARY PUBLIC, STATE OF FLORIDA
Large.

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

Candida G. Sicre
REGISTERED AGENT

Candida G. Sicre

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