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June 23, 1997

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Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Karen O. Castleman, Ph.D., P.A., a proposed Florida
professional service corporation

To Whom It May Concern,

Enclosed please find executed Articles Of Incorporation for the
above-named proposed Florida professional service corporation.

Also enclosed please find my check in the sum of \$122.50 covering
the various fees.

Upon filing, please forward to this office a certified copy of the
enclosed Articles.

Thank you.

Very truly yours,

Neal Weinstein

Neal Weinstein, Esq.

nw/kb

Enclosures

JUN 26

BSB

FILED
97 JUN 25 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 JUN 25 AM 9:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KAREN O. CASTLEMAN, Ph.D., P.A.

THE UNDERSIGNED SUBSCRIBER to these Articles Of Incorporation, a natural person, competent to contract, licensed by the State of Florida to practice psychology, hereby forms a professional service corporation under the laws of the State Of Florida.

ARTICLE I

NAME OF CORPORATION: The name of this corporation shall be:
KAREN O. CASTLEMAN, Ph.D., P.A.

ARTICLE II

DURATION OF CORPORATE EXISTENCE: This corporation shall exist perpetually, commencing with the date and time of filing of these Articles Of Incorporation.

ARTICLE III

GENERAL PURPOSES: The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

(a) To provide psychological services to the general public through its members, officers, employees, and agents who are duly licensed, for profit;

(b) Any and all lawful business for which a professional service corporation may be formed by a licensed psychologist under

the provisions of Florida Statutes, Chapter 607 and 621, and the laws of the United States of America.

THE FOREGOING CLAUSES, (a) through (b) inclusive, shall be construed without limitation or restriction.

ARTICLE IV

AUTHORIZED SHARES: The total number of shares of stock authorized to be issued by this corporation shall be 1,000 shares, each share being non-assessable common stock, having a par value of \$1.00, having unlimited voting rights, together entitled to receive the net assets of the corporation upon dissolution. All stock shall be paid for upon issuance, whether in cash, property, or services, at a fair valuation to be affixed by the Board Of Directors.

ARTICLE V

INITIAL CAPITAL: The amount of initial capital with which this corporation shall commence business shall be not less than the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

INCORPORATORS: The name and address of the subscribing incorporator of this corporation are as follows:

KAREN O. CASTLEMAN, Ph.D.
1502 West Busch Blvd.
Suite 22
Tampa, Florida 33612

[physical address]

P.O. Box 17182
Tampa, Florida 33682

[mailing address]

ARTICLE VII

BOARD OF DIRECTORS: The initial Board Of Directors of this corporation shall consist of the following-named member:

KAREN O. CASTLEMAN, Ph.D.
1502 West Busch Blvd.
Suite 22
Tampa, Florida 33612

P.O. Box 17182
Tampa, Florida 33682

[mailing address]

[physical address]

The Board Of Directors of this corporation shall never consist of less than one member. Subject to that limitation, the number of members of the Board Of Directors of this corporation may be increased or decreased by the stockholders or by the adoption of an appropriate By-Law.

A quorum for the transaction of business shall be a majority of the members of the Board Of Directors. The act of the majority of the members of the Board Of Directors present at a meeting at which a quorum is present shall constitute the act of the Board Of Directors.

ARTICLE VIII

AMENDMENTS: This corporation may, from time to time, amend, alter, change, or repeal any provision contained within these Articles Of Incorporation, in the manner at that time prescribed by the laws of the State Of Florida.

ARTICLE IX

PRINCIPAL OFFICE: The initial street address in the State Of Florida of the principal office shall be 1502 West Busch Blvd.,

Suite 22, Tampa, Florida 33612. The mailing address of this corporation shall be P.O. Box 17182, Tampa, Florida 33682.

The Board Of Directors may, from time to time, remove the principal office to any other address within the State Of Florida, and, further, may establish branch offices, either within or without the State Of Florida.

ARTICLE X

REGISTERED AGENT/REGISTERED OFFICE: The initially designated Registered Agent and Registered Office of this corporation within the State Of Florida shall be:

KAREN O. CASTLEMAN, Ph.D.
1502 West Busch Blvd.
Suite 22
Tampa, Florida 33612

ARTICLE XI

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT: The initially designated Registered Agent of this corporation, named immediately hereinabove, does hereby make the following statement in acceptance of this appointment:

I, KAREN O. CASTLEMAN, Ph.D., having been nominated pursuant to Florida Statutes, Chapter 607, to act in the capacity of Registered Agent of this corporation, do hereby accept this appointment. I hereby acknowledge that I am familiar with, and accept, the obligations of that position.

Karen O. Castleman, Ph.D.
KAREN O. CASTLEMAN, Ph.D.
Registered Agent

FILED
JUN 25 AM 9:08
TAMPA, FLORIDA
CLERK OF STATE

ARTICLE XII

BY-LAWS: The Board Of Directors of this corporation shall adopt By-Laws, which shall govern the conduct and management of the affairs of this corporation, provided that the same shall not be inconsistent with the provisions of these Articles Of Incorporation or the laws of the State Of Florida or the laws of the United States Of America.

The corporation's By-Laws may be, from time to time, altered, amended, or repealed, by the act of the Board Of Directors, or by the act of a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporator named hereinabove has set her hand and seal at Tampa, Florida, this 20 day of June, 1997.


KAREN O. CASTLEMAN, Ph.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized to take oaths and acknowledgments, personally appeared KAREN O. CASTLEMAN, Ph.D., to me personally known, or who produced FLDL C 234-514-41-905 as identification, to be the person described in the foregoing and attached Articles Of Incorporation, who, after first by me having been duly sworn, deposed and said the following: I am the person described in and

who executed the foregoing and attached Articles Of Incorporation.
I hereby acknowledge that I executed the same freely and
voluntarily, for the uses and purposes therein set forth. I hereby
further acknowledge that all facts and matters therein contained
are true and correct.

SWORN AND SUBSCRIBED TO before me this 20 day of June,
1997.

Jean A Williams
NOTARY PUBLIC

My commission expires:

