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7/24/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: INNERVIEW ASSOCIATES, INC.

AUDIT NUMBER.....H97000012087

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

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

ARTICLE I NAME

The name of the corporation shall be: INNBRYVIEW ASSOCIATES, INC.

The principal place of business of this corporation shall be:

4800 SOUTH DAVIE ROAD, SUITE 105F
DAVIE, FLORIDA 33314

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 CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000 SHARES OF COMMON STOCK AT ONE DOLLARS PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and 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):

TOMAS L. PEREZ PH.D., LMHC
5090 SOUTH DAVIE ROAD, B-107
DAVIE, FLORIDA 33314

PREPARED BY: BARBARA STRONG, C.P.A.
3401 N.W. 202nd STREET
MIAMI, FLORIDA 33056-1722
(305) 623-5109

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

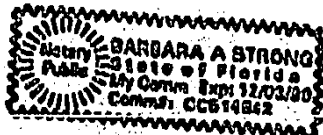
TOMAS L. PEREZ PH.D., LMHC
5090 SOUTH DAVIE ROAD, B-107
DAVIE, FLORIDA 33314

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 7th day of JULY, 1997.

Signature(s) of Incorporator(s)

Tomas L. Perez

TOMAS L. PEREZ, PH.D., LMHC



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SECRETARY OF STATE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

INNERVIEW ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

BARBARA STRONG, C.P.A.

(P.O. BOX NOT ACCEPTABLE)

3401 N.W. 202ND STREET

MIAMI, FLORIDA 33056-1722

(CITY/STATE/ZIP)

SIGNATURE

Barbara Strong
BARBARA STRONG, C.P.A.

TITLE CERTIFIED PUBLIC ACCOUNTANT

DATE JULY 07th 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Barbara Strong

DATE JULY 07th, 1997

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