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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: SCOTT LEAHING, LMHC, P.A.

AUDIT NUMBER.....H97000013176

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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OF

SCOTT LEAHING, LMHC, P.A.

FILED  
97 AUG 12 PM 4:00  
TALLAHASSEE, FLORIDA

8-15-97

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a professional association pursuant to Chapter 621 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be Scott Leahing, LMHC, P.A.

ARTICLE II - MAILING ADDRESS

The mailing address of the corporation is 1600 SW 14 Ter. Miami FL 33145.

ARTICLE III - COMMENCEMENT & DURATION

The corporation shall commence its existence on August 15, 1997 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

The corporation will engage in the practice of mental health services.

ARTICLE V - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Prepared by:  
Ann Fisher, P.A.  
1514 Zuleta Ave.  
Coral Gables FL 33146  
305-665-5944  
File Bar No: 0328227

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Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

ARTICLE VI - ADDRESS AND REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Scott Leasing, 1600 SW 14 Ter. Miami FL 33145.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Scott Leasing, 1600 SW 14 Ter. Miami FL 33145.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation is Scott Leasing, 1600 SW 14 Ter. Miami FL 33145.

ARTICLE IX - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

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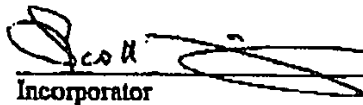
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**ARTICLE X - AMENDMENTS TO ARTICLES**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 11th day of August, 19 97.

  
Incorporator

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97 AUG 12 PM 4:00  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

  
Registered Agent

Date: 8/11/97

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