

P97000070473

July 25, 1997

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Florida Department of State
Division of Corporations, New Filing Department
P.O. Box 6327
Tallahassee, FL 32314

RE: PsyTech Management Corp.

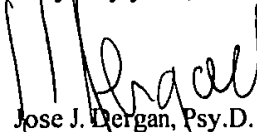
Dear Sir/Madam:

Enclosed for filing, please find ~~two~~ an original and two (2) copies of the articles of incorporation for the above referenced corporation, in addition to the applicable filing fee.

Please return the filed copy of the articles to me at the address given in the articles. Thank you for your assistance.

Psy TECH MANAGEMENT CORP.
C/O JOSE J. DERGAN, Psy D.
8260 W. FLAGLER ST., STE. 2-H
MIAMI, FL 33144

Very truly yours,


Jose J. Dergan, Psy.D.

EFFECTIVE DATE

08/15/97

FILED
97 AUG 14 PM 11:42
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

JN 8/14/97

ARTICLES OF INCORPORATION

OF

PsyTech Management Corp.

FILED
97 AUG 14 PM 11:42
SECRET
TALLAHASSEE

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE

08/15/97

NAME

The name and address of the corporation shall be:

PsyTech Management Corp.
8260 W. Flagler Street, Suite 2-H
Miami, FL 33144

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the 15th day of August, 1997.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

Jose J. Dergan, Psy.D.
8260 W. Flagler Street, Suite 2-H
Miami, FL 33144

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

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 the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have two(2) Directors, initially. The number of directors may be increased or diminished from time to

time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial members of the Board of Directors are:

Jose J. Dergan, Psy.D.
8260 W. Flagler Street, Suite 2-H
Miami, FL 33144

Francisco Gaspar Cruz, M.D.
8740 North Kendall Drive, Suite 215
Miami, FL 33176

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Jose J. Dergan, Psy.D.
8260 W. Flagler Street, Suite 2-H
Miami, FL 33144

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of

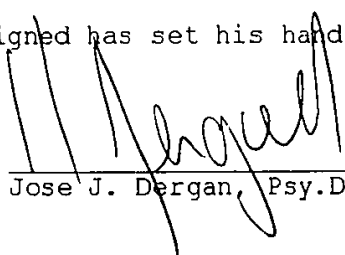
this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 25th day of July, 1997.



Jose J. Dergan, Psy.D.

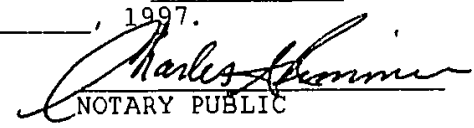
STATE OF FLORIDA)

COUNTY OF DADC)

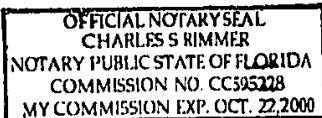
BEFORE ME, a Notary Public, personally appeared Jose J. Dergan, Psy.D., to me known to be the person described as Incorporator ~~or who has produced~~ N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at DADC County, Florida, this 25th day of July, 1997.

My Commission Expires:



NOTARY PUBLIC



FILED
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TALLAHASSEE, FLORIDA
SECRET

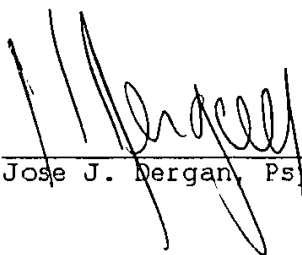
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PsyTech Management Corp., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Jose J. Dergan, Psy.D., 8260 W. Flagler Street, Suite 2-H, Miami, FL 33144, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



Jose J. Dergan, Psy.D.

EFFECTIVE DATE

08/15/97

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05:05

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013341 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE

8-12-97

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PALM BEACH MOTORS PROPERTIES, INC.

AUDIT NUMBER.....H97000013341

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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Help F1 Option Menu F2

NUM

Connect: 00:05:01

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BM 8/14/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 14, 1997

EMPIRE

SUBJECT: PALM BEACH MOTORS PROPERTIES, INC.
REF: W97000018737

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's Florida Bar membership number in the lower left hand corner of the document if the preparer is a member of the Florida Bar.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

FAX Aud. #: H97000013341
Letter Number: 797A00041188

(6)

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

8/2/97

-OF-

PALM BEACH MOTORS PROPERTIES, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is PALM BEACH MOTORS PROPERTIES, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial and retail establishments of

THIS INSTRUMENT PREPARED BY:
JAY KOENIGSBERG, ESQUIRE
ISICOFF & RAGATZ, P.A.
1101 Brickell Avenue, Suite 800-South
Miami, Florida 33131
305-373-3232 TEL
305-373-3233 FAX
FBN-435740

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every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner, deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants and concessions.

(d) To have all of the powers conferred upon corporations

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organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$.10 each and are of the same class and are to be common shares.

FIFTH: Every shareholder of the Corporation shall have the right to acquire, any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

SIXTH: The name and address of the initial registered agent of the Corporation in the State of Florida is:

NAME
Eric D. Isicoff, Esq.

ADDRESS
1101 Brickell Avenue, Suite 800-S
Miami, Florida 33131

SEVENTH The address of the principal office of the corporation is:

ADDRESS:
915 South Dixie Highway
West Palm Beach, Florida
33401

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is 1 which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

NAME
Robert W. Simpson, Jr.

ADDRESS
915 South Dixie Highway
West Palm Beach, Florida
33401

NINTH: The name and address of the incorporator is:

NAME
Robert W. Simpson, Jr.

ADDRESS
915 South Dixie Highway
West Palm Beach, Florida
33401

TENTH: 1. Whenever the Corporation shall be engaged in the

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business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same.

TWELFTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on August 12, 1997

Robert W. Simpson, Jr.
Robert W. Simpson, Jr.
Incorporator

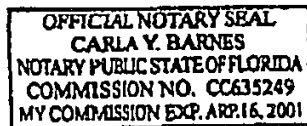
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STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

THE FOREGOING INSTRUMENT was acknowledged before me this
12th day of August, 1997 by Robert W. Simpson as the Incorporator of Palm Beach
Motors Properties, Inc. He is personally known to me or produced _____
personally known as identification.

Witness my hand and seal of office on the day and year aforesaid.



Carla Y. Barnes
Notary Public State
of Florida at Large

[Notarial Seal]

My Commission Expires:

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the
undersigned does hereby accept its appointment as registered agent on which process
may be served within the State of Florida for the proposed domestic corporation named
in the foregoing Articles of Incorporation.

Eric D. Isicoff
Eric D. Isicoff

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