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WALTER R. BLAKE

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CASEY WILLIAM COUGHLIN
ALSO ADMITTED IN NEW YORK

Telefax: 954-752-7960

September 4, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: EXCEPTIONAL CHILDREN'S CONSULTING SERVICES, INC.

Gentlemen:

Enclosed herewith please find the following relative to the above-named corporation.

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$122.50, representing payment of the following fees and costs:

Filing Fee	\$ 35.00
Registered Agent Designation . . .	\$ 35.00
Certified Copy	\$ 52.50

TOTAL ENCLOSED \$122.50

Please return the filed Articles of Incorporation to this office using the enclosed self-addressed, pre-paid Federal Express envelope.

Sincerely,

CASEY WILLIAM COUGHLIN, ESQ.
For the Firm

CWC:mjm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
EXCEPTIONAL CHILDREN'S CONSULTING SERVICES, INC.**

We, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida providing the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I.

The name of the corporation shall be EXCEPTIONAL CHILDREN'S CONSULTING SERVICES, INC.

ARTICLE II.

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could so do, viz:

SECTION 1. To do any and all things permitted by the laws of the State of Florida, United States, or any territory thereof.

SECTION 2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment, or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, product, market, and in all

other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal and mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debenture, mortgages, notes, commercial paper, and other obligations and evidence of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents or title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges granted or conferred by any government or subdivision or agency thereof, any interest in or part of any of the foregoing, and to respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

SECTION 3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

SECTION 4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

SECTION 5. To let concession to others to do any of the things that this corporation is empowered to do and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation or any government or authority or subdivision or agency thereof.

SECTION 6. To carry on any business whatsoever that this

corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Chapter 607 Laws of the State of Florida, and to have and to exercise all powers conferred by the laws of the State of Florida or corporations formed under the laws pursuant to which and under which this corporation is formed, and such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes and powers, shall be liberally construed in aid of the powers of this corporation and the powers and purposes stated in each clause, and shall be regarded not only as independent purposes, but the purposes and powers stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded as independent purposes, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but it shall be furtherance of and in addition to and not in limitation of said powers.

ARTICLE III.

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 at a par value of One Dollar (\$1.00) per share.

ARTICLE IV.

The amount of capital with which this corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal place of business of this corporation shall be 6605 N. Woodridge Drive, Parkland, Florida 33067, or in any other city of the State of Florida designated by the Board of Directors.

ARTICLE VII.

The number of directors shall not be less than one (1).

ARTICLE VIII.

The names and post office addresses of the first Board of Directors, who, subject to the provision of the Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's business and existence, or until their successors are elected and have qualified shall be:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
KATHLEEN SEXTON TROIANO	PRESIDENT	6605 N. WOODRIDGE DRIVE PARKLAND, FLORIDA 33067
ANGELA RASILE GUARNERI	VICE-PRESIDENT, SECRETARY, TREASURER	6605 N. WOODRIDGE DRIVE PARKLAND, FLORIDA 33067

ARTICLE IX.

The name and post office address of the Subscriber to the Articles of Incorporation is as follows, to wit:

NAME

ADDRESS

KATHLEEN SEXTON TROIANO 6605 N. WOODRIDGE DRIVE
PARKLAND, FLORIDA 33067

ARTICLE X.

The executive officer of this corporation shall be a President, who shall also be director. Any person may hold two or more offices, and the President may also be the Secretary of the corporation. The corporation may also have such other officers and agents as may be chosen in such manner, take and hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws, or determined by the Board of Directors.

ARTICLE XI.

The private property of the stockholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

Every director and officer shall be indemnified against all liabilities, civil, criminal, incurred in relation to his duties including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are expressly authorized:

A. To make, alter, amend and repeal the By-Laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend or repeal the By-Laws made by the Board of Directors.

B. To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange thereof, stock of the corporation, and the judgment of the directors in determining such value shall be conclusive.

C. To set apart out of any funds of the corporation available for dividends, reserve or reserves for working capital or for other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

D. To determine from time to time whether and to what extent, and at what times and places, and under what conditions and regulations and accounts and books of the corporation, or any of the books, shall be open for inspection by the stockholders and no stockholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors of the Stockholders.

ARTICLE XIII.

If the By-Laws so provide, the stockholders and the Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep books of the Corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by the Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

ARTICLE XIV.

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm or of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors or officers, such contracts or transactions shall not be validated or in any way affected by the fact that such director or directors have or may have an interest therein which are or might be adverse to the interest of this company, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the By-Laws of the corporation.

ARTICLE XV.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred therein upon the stockholders, directors and officers are subject to this reserved power.

ARTICLE XVI.

That said EXCEPTIONAL CHILDREN'S CONSULTING SERVICES, INC., desiring to organize under the laws of the State of Florida, hereby designates 6605 N. WOODRIDGE DRIVE, PARKLAND, FLORIDA 33067, as its registered office and agrees to maintain same at all times, in accordance with the Laws of the State of Florida and designates KATHLEEN SEXTON TROIANO of said address as its Registered Agent, having its place of business at said Registered Office, and as its Resident Agent to accept service of process within the State.

IN WITNESS WHEREOF, the undersigned, for the purposes of forming a corporation pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this Certificate and we have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.

Kathleen Sexton Troiano
KATHLEEN SEXTON TROIANO, Subscriber

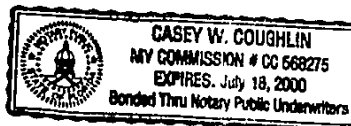
STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4 day of September, 1997, by KATHLEEN SEXTON TROIANO, personally known to me or who has produced her Driver's License, as identification, and who did not take an oath.

[Signature]
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

THE UNDERSIGNED, having been named in the foregoing as Registered Agent, hereby accepts said designation, and agrees to comply with the relevant Florida Statutes relating to Registered Agents.

Kathleen Sexton Troiano
KATHLEEN SEXTON TROIANO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA