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ACCOUNT NO. : 072100000032

REFERENCE : 524644 4390271

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizito

ORDER DATE : September 10, 1997

ORDER TIME : 11:53 AM

ORDER NO. : 524644-005

CUSTOMER NO: 4390271

100002289871--1

CUSTOMER: Jay R. Beskin, Esq
FROMBERG FROMBERG LEWIS &
BRECKER, P.A.
Suite 505
20801 Biscayne Boulevard
Miami, FL 33180-1422

DOMESTIC FILING

NAME: COUSELING CENTER FOR LIFE &
LOSS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 SEP 10 PM 3:10
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 10 PM 2:43
DIVISION OF CORPORATION

SN SEP 10 1997

6

EFFECTIVE DATE
9/9/97

ARTICLES OF INCORPORATION
OF
COUNSELING CENTER FOR LIFE & LOSS, INC.

FILED
97 SEP 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: COUNSELING CENTER FOR LIFE & LOSS, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

20801 Biscayne Boulevard, Suite 414
Aventura, Florida 33180

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional services; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, Chapter 621, Professional Service Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
DADE COUNTY CORPORATE AGENTS, INC.	20801 Biscayne Boulevard, Suite 505 Aventura, FL 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be the Incorporator named below who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

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

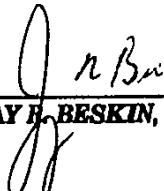
JAY R. BESKIN, ESQ.
Fromberg, Fromberg, Lewis & Brecker, P.A.
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of September, 1997.



JAY R. BESKIN, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

9th The foregoing instrument was acknowledged before me this day of September, 1997, by JAY R. BESKIN of Fromberg, Fromberg, Lewis & Brecker, P.A., to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he

acknowledged before me that he executed the same for the purposes
therein expressed, who is personally known to me or has produced
as identification.

Marilyn Kalik

SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT

PRINT NAME OF ACKNOWLEDGER:

TITLE:

COMMISSION NUMBER:

COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
MARILYN KALIK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC407489
MY COMMISSION EXP. OCT. 26, 1998

ACCEPTANCE BY REGISTERED AGENT

The undersigned, DADE COUNTY CORPORATE AGENTS, INC., whose address is 20801 Biscayne Boulevard, Suite 505, Aventura, Florida 33180, hereby accepts the appointment as Registered Agent of COUNSELING CENTER FOR LIFE & LOSS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 9 day of September, 1997.

DADE COUNTY CORPORATE AGENTS, INC.

By Alan Jay Lewis, V.P.
Alan Jay Lewis, Vice President

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FILED
61 SEP 10 PM 3:10
TALLAHASSEE, FLORIDA