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September 18, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-09/22/97--01042--005
*****70.00 *****70.00

RE: The Counseling Group, P.A.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for The Counseling Group, P.A.

Please file the original of the Articles, and return the copy stamped "filed" to me. Enclosed is a check in the amount of \$70.00 computed as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
TOTAL....	\$ 70.00

If you have any questions or require any additional information, please call.

Very truly yours,

Jonathan L. Hay
Jonathan L. Hay /eb

JLH/eb
enclosures
c: Mr. Kurt Shonka

ENCLOSURES: 2
JLH/eb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 11:00

9/23/97

EFFECTIVE DATE

9/16/97

ARTICLES OF INCORPORATION
OF
THE COUNSELING GROUP, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 11:00

The undersigned, for the purpose of forming a professional service corporation under Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of this corporation shall be The Counseling Group, P.A.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 6484 Ft. Caroline Road, Jacksonville, Florida 32277.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. No person other than a professional corporation, a professional limited liability company, or an individual duly licensed or otherwise legally authorized to practice mental health counseling in the State of Florida shall be a shareholder of this professional corporation.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Voting. Except as otherwise expressly provided by the laws of the State of Florida, no shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of the shareholder's stock.

Section 3.4. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote on any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Kurt Shonka
6484 Ft. Caroline Road
Jacksonville, Florida 32277

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Kurt Shonka
6484 Ft. Caroline Road
Jacksonville, Florida 32277

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This professional service corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a mental health counselor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice as a mental health counselor. This corporation shall have all the powers

conferred upon it by the laws of the State of Florida and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it is organized. It is expressly provided that the foregoing enumeration of specific purpose shall not be held to limit or restrict in any manner the purposes in which this corporation is otherwise permitted by law to engage.

Article VIII

Directors

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

Kurt Shonka
6484 Ft. Caroline Road
Jacksonville, Florida 32277

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX

Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of September, 1997.



KURT SHONKA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

THE COUNSELING GROUP, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates KURT SHONKA as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 6484 Ft. Caroline Road, Jacksonville, Florida 32277.

DATED this 16th day of September, 1997.


KURT SHONKA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 11:00

Having been named as registered agent 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.

DATED this 16th day of September, 1997.


KURT SHONKA