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ARTICLES OF INCORPORATION OF KAREN E. ENGEBRETSEN-LARASH, PSY.D., P.A.

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ARTICLE I - NAME

The name of this corporation is:

KAREN E. ENGEBRETSEN-LARASH, PSY.D., P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the practice of clinical psychology at the doctoral level; for the purpose of engaging and rendering the professional services involved only through its officers, agents and employees who shall be licensed clinical psychologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation; for the purpose of providing psychotherapy, psychological testing, conducting seminars, teaching courses, providing consultations relating to all psychological matters set forth by the American Psychological Association Code of Ethics and the Florida Department of Regulation and is for the purpose of engaging in no other business other than the rendition of the professional services specified herein; and for the purpose of doing everything necessary and proper and accomplishing the purposes herein set forth.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated "Common Share."

AKTICLE V - PREEMITIVE RIGHTS

Every shareholder, upon the sale for cash of any of any new stock of this corporation shall have the right to purchase his prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this corporation is:

2844 University Drive Coral Springs, Florida 33065

and the name of the initial registered agent of this corporation at that address is

JANICE B. HOLLAND

ARTICLE VII - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

3528 Southwood Court Davie, Florida 33328

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws. The name and address of the initial Board of Directors of this corporation is:

Name Address

Karen E. Engebretsen-Larash 3528 Southwood Court Davic, Florida 33328

ARTICLE IX - INCORPORATOR

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

Karen E. Engebretsen-Larash 3528 Southwood Court Davic, Florida 33328

ARTICLE X - EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued

rendering of such professional services, he shall forthwith server all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him/her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association to the maximum extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder's is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd of September, 1997.

Yen Eugebretsen-Larash, Incorporator

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

KAREN E. ENGEBRETSEN-LARASH, PSY.D., P.A.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

2844 University Drive Davic, Florida 33328

has named

Janice B. Holland

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Janice B. Holland (Registered Agent)

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