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LAW OFFICES OF  
ROBERT M. BAKER, P.A.  
SUITE 300  
181 WEST BROWARD BOULEVARD  
PLANTATION, FLORIDA 33324

ROBERT M. BAKER  
MEMBER FLORIDA AND ILLINOIS BAR

BROWARD: (305) 475-2500  
DADE: (305) 940-7340  
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September 29, 1997

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

200002309872--4  
-10/02/97--01060--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ADVANCED MENTAL HEALTH SEMINARS, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

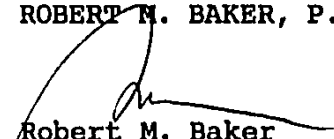
|                              |          |
|------------------------------|----------|
| Filing Fee                   | \$35.00  |
| Certified Copy Fee           | \$52.50  |
| Registered Agent Designation | \$35.00  |
| Total Fee                    | \$122.50 |

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

ROBERT M. BAKER, P.A.

  
Robert M. Baker  
For the Firm

RMB/ljg  
enclosures

FILED  
97 OCT -2 PM 11:51  
TALLAHASSEE, FLORIDA

*Handwritten:* Done 10/20/97

ARTICLES OF INCORPORATION  
OF  
ADVANCED MENTAL HEALTH SEMINARS, INC.

FILED  
97 OCT -2 AM 11:51

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

ADVANCED MENTAL HEALTH SEMINARS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having par value of One (\$1.00) DOLLAR.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin is Five Hundred (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is 7301 Northwest 4th Street, Suite 107, Plantation, Florida 33317.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) Directors initially, whose names and addresses are:

INGRID PARTENIO, Ph.D.  
7301 Northwest 4th Street - Suite 107  
Plantation, Florida 33317

RICHARD SOLOW, Psy.D.  
7301 Northwest 4th Street - Suite 107  
Plantation, Florida 33317

ARTICLE VIII - REGISTERED AGENT

The Registered Agent for the corporation shall be INGRID PARTENIO, Ph.D.

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

ROBERT M. BAKER, ESQ.

ROBERT M. BAKER, P.A.  
8181 W. Broward Blvd.  
Suite 300  
Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 26 day of September, 1997.

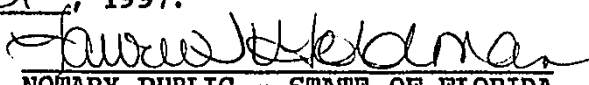
  
ROBERT M. BAKER

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

ss:

I hereby certify that on this day, before me, an officer duly authorized in the State of Florida, County of Broward, that the foregoing instrument was acknowledged before me this 26 of Sept, 1997 by ROBERT M. BAKER, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of Sept, 1997.

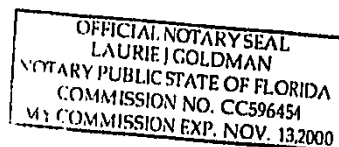
  
NOTARY PUBLIC - STATE OF FLORIDA

Laurie J. Goldman

PRINTED NOTARIAL SIGNATURE

(Seal)

My Commission Expires:

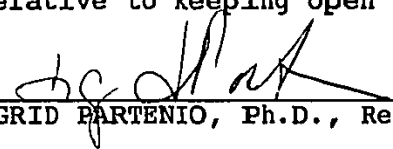


FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that ADVANCED MENTAL HEALTH SEMINARS, INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Plantation, County of Broward, State of Florida, has named INGRID PARTENIO, Ph.D., 7301 Northwest 4th Street - Suite 107, Plantation, Florida 33317 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 place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
INGRID PARTENIO, Ph.D., Registered Agent

FILED  
97 OCT -2 PM 11:51  
SEC  
TALPH