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TEMPLER & HIRSCH
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 1 AM 10:23

November 26, 1997

DIVISION OF CORPORATIONS
DEPT. OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-12/01/97--01074--012
***122.50 ***122.50

ATTN: NEW FILINGS

RE: THE PSYCHOLOGY NETWORK

DEAR SIR OR MADAM:

ENCLOSED PLEASE FIND EXECUTED ARTICLES OF INCORPORATION FOR THE ABOVE-REFERENCED ORGANIZATION AND A CHECK IN THE SUM OF \$ 122.50 MADE PAYABLE TO YOUR ORDER. PLEASE REGISTER THE CORPORATION, HAVE A CORPORATE DOCUMENT NUMBER ASSIGNED, AND RETURN THE CERTIFICATE WITH ARTICLES TO THIS OFFICE.

IF YOU HAVE ANY QUESTIONS, PLEASE CALL ANYTIME.

RESPECTFULLY,

TEMPLER & HIRSCH

BY:


MARK N. HIRSCH, ESQ.

ENCLOSURES STATED

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D. BROWN DEC - 3 1997

ARTICLES OF INCORPORATION
OF
THE PSYCHOLOGY NETWORK, INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, F.S. Chap. 607, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the incorporation shall be: THE PSYCHOLOGY NETWORK, INC.

The principal place of business of this corporation shall be:

20801 BISCAYNE BOULEVARD, SUITE 400
MIAMI, FLORIDA 33180

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITOL STOCK

The aggregate number of shares and its par value that this corporation is authorized to have outstanding at any one time is:

1000 SHARES AT \$1.00 PAR VALUE PER SHARE

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually from DECEMBER 1, 1997.

ARTICLE V: OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

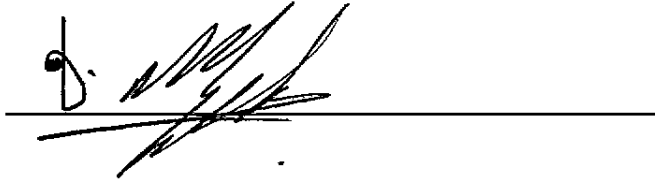
DANI ITZHAKI, PRESIDENT and DIRECTOR
20801 BISCAYNE BOULEVARD, SUITE 400
MIAMI, FLORIDA 33180

ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to this document is:

DANI ITZHAKI
20801 BISCAYNE BOULEVARD, SUITE 400
MIAMI, FLORIDA 33180

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of December, 1997.



SIGNATURE ACKNOWLEDGEMENT

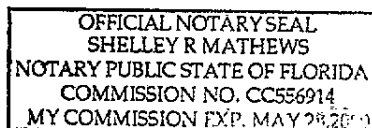
STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn before me this 26th day of December, 1997, by Dani Itzhaki, who is personally known to me, as incorporator for THE PSYCHOLOGY NETWORK, INC.

NOTARY PUBLIC
State of Florida



My commission expires:




**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

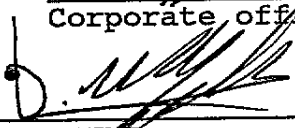
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provision of Florida Statute § 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: THE PSYCHOLOGY LINE, INC.
2. The name and address of the registered agent and office is (P.O. Box is not acceptable): DANI ITZHAKI, 20801 BISCAYNE BOULEVARD, SUITE 400, MIAMI, FLORIDA 33180

Signature: 

Corporate officer

Title: 

PRESIDENT

Date: 11/26/97

Having been named as Registered Agent and to accept service of process for the above-named 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.

Signature: 

Date: 11/26/97