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**BARTHOLE & ROSARIO**

Professional Accountants

12855 SW 136 Ave, Suite 213

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December 17, 1997

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-12/26/97--01020--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ms. Doris McDuffie  
Florida Dept. Of State  
409 E. Gaines St.  
Tallahassee, FL 32399

Dear Ms. McDuffie:

Please file the enclosed Articles of Incorporation of Center for Psycho-social & Counseling Services, Inc., as soon as possible, and return a copy of the filed Articles, stamped by the State of Florida to me:

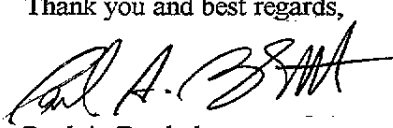
Paul A. Barthole  
12855 SW 136 Ave., Ste. 213  
Miami, FL 33186.

Enclosed is a check for the \$70.00 filing fee.


FILED  
97 DEC 23 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Should you have any questions, please do not hesitate to call me at the number on the letterhead.

Thank you and best regards,

  
Paul A. Barthole  
Managing Partner

PAB/pab  
Enclosures(3)

  
12/24/97

**ARTICLES OF INCORPORATION  
OF  
CENTER FOR PSYCHO-SOCIAL & COUNSELING SERVICES, INC.**

**FILED**  
97 DEC 23 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be:

**Center for Psycho-social & Counseling Services, Inc.**

**ARTICLE II  
TERM OF EXISTENCE**

This corporation is to exist perpetually, unless dissolved according law.

**ARTICLE III  
PRINCIPAL OFFICE**

The principal office of this corporation shall be:

7321 NE 2<sup>nd</sup> Avenue  
Miami, Fl 33138

**ARTICLE IV**  
**NATURE OF BUSINESS**

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

**ARTICLE V**  
**CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at this time is 100 shares of common stock having \$1.00 par value per share. This amount may be changed from time to time as prescribed by the by laws.

**ARTICLE VI**  
**STOCKHOLDERS**

The initial stockholders of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

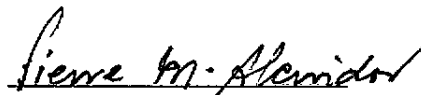
<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Marcelle Martelly	50	50%
Pierre M. Alcindor	50	50%

**ARTICLE VII**  
**REGISTERED AGENT**

The name of the initial registered agent of the corporation shall be Pierre M. Alcindor and the street address of the initial registered office of the corporation shall be:

7321 NE 2<sup>nd</sup> Avenue  
Miami, Fl 33138

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Pierre M. Alcindor

**ARTICLE VIII**  
**EFFECTIVE DATE**

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE IX**  
**INITIAL OFFICERS**

Pierre M. Alcindor	7321 NE 2 <sup>nd</sup> Avenue Miami, Fl 33138	President
Marcelle Martelly	7321 NE 2 <sup>nd</sup> Avenue Miami, FL 33138	Vice President

**ARTICLE X**  
**AMENDMENT**

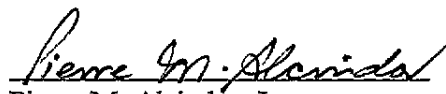
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Pierre M. Alcindor	7321 NE 2 <sup>nd</sup> Avenue	Miami, Fl 33138
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**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 17<sup>th</sup> day of December, 1997.

  
Pierre M. Alcindor, Incorporator

**STATE OF FLORIDA  
COUNTY OF DADE**

**BEFORE ME**, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared Pierre M. Alcindor, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 17<sup>th</sup> day of December, 1997



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Notary Public