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ANDRE' R. FOURNIER
Attorney at Law

685 N.E. 126th Street
North Miami, FL 33161
Member: Florida & Georgia Bar

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February 13, 1998

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

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-02/16/98--01067--013
****122.50 ****122.50

Re: Assessment & Counseling Services, Inc.

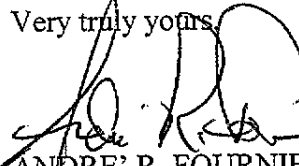
Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation for the above named corporation. Please file and return a certified copy to this office. My trust account check is also enclosed to cover the following fees:

Filing fee	\$ 35.00
Certified copy fee	52.50
Registered agent fee	<u>35.00</u>
Total:	\$122.50

Thank you for your assistance in this matter.

Very truly yours,


ANDRE' R. FOURNIER, ESQ.
ARF:jec
Enclosures as noted

Andre' GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 13
DATE 2/17/98
DOC. EXAM. um

FILED
98 FEB 16 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-3465

2/17/98 um

ARTICLES OF INCORPORATION
OF
ASSESSMENT & COUNSELING SERVICES, INC.

We, the undersigned, herein associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida, Tallahassee, Florida, these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

ASSESSMENT & COUNSELING SERVICES, INC.

ARTICLE II

The Corporation shall engage in any lawful enterprise or business permitted by law.

ARTICLE III

The maximum number of shares of stock of this Corporation authorized to have outstanding at any time shall be 100, at \$1.00 par value.

All shares of stock shall be fully paid and non-assessable. No transfer of stock shall be binding upon this Corporation unless made upon the books of this Corporation, and all certificates of stock shall be signed by the officers as may be designated by the Board of Directors, and, until changed by the Board of Directors, they shall be signed by the President and the Secretary of the Corporation.

The common stock shall have the right at each shareholder's meeting to one vote for each share standing in his name on the books of the Corporation, which right may be exercised in person or by proxy.

ARTICLE IV

This Corporation shall begin business with a Capital of not less than \$500.00.

The undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of \$500.00.

ARTICLE V

This Corporation shall exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The principal place of this business shall be:

524 92ND Street
Surfside, Florida 33154

ARTICLE VII

The name and address of the first Board of Directors who shall hold office until the organizational meeting of this Corporation and until their successor(s) is/are elected and have qualified is/are:

KATHY L. GREENE 524 92ND Street
Surfside, FL. 33154

MARTIN J. GREENE 524 92ND Street
Surfside, FL. 33154

ARTICLE VIII

The following named individual will serve as Registered Agent, his address for service is:

ANDRE R. FOURNIER, ESQ. 685 N. E. 126th Street
North Miami, Florida 33154

ARTICLE IX

The name and address of the Officers of this Corporation who, subject to this Charter, the By-laws of this Corporation, and the Laws of the State of Florida, shall hold office for the first year of existence of this Corporation or until successors have been duly elected and qualified are:

KATHY L. GREENE, Pres. 524 92ND Street
Surfside, FL. 33154

MARTIN J. GREENE, 524 92ND Street
Secretary/Treasurer Surfside, FL. 33154

ARTICLE X

The name and address of each subscriber of these Articles of Incorporation and the number of shares he/she agrees to take are:

KATHY L. GREENE, Pres. 524 92ND Street
Surfside, FL. 33154

MARTIN J. GREENE,
Secretary/Treasurer

524 92nd Street
Surfside, FL. 33154

ARTICLE XI

The Corporation has the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter described by statute, and all the rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

The aforementioned common stock, or any part thereof, may be issued for real property actually rendered to the Corporation, or for cash, or for the equivalent of cash, as provided by law, and in such manner, at such times and in such installments as may be prescribed by the Board of Directors. Shareholders shall have preemptive rights.

ARTICLE XIII

The principal corporate office of this Corporation is

524 92nd Street
Surfside, FL. 33154

IN WITNESS WHEREOF, I/we the undersigned, have executed these Articles of Incorporation for the uses and the purposes herein stated on this 13th day of February, 1998.

Kathy L. Greene
Kathy L. Greene

Martin J. Greene
Martin J. Greene

STATE OF FLORIDA

SS

COUNTY OF DADE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared before me, KATHY L. GREENE and MARTIN J. GREENE, to me well known to be the persons described herein and states that they executed the foregoing Articles of Incorporation for the purposes herein expressed.

WITNESS, my hand and official seal at Miami, Florida, on this 13th, day of February, 1998.

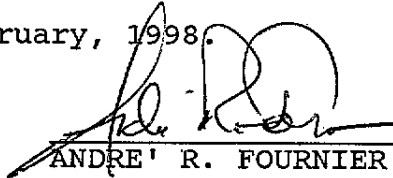


Jane C. Carter
Notary Public State of Florida
at Large

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
FOR SERVICE OF PROCESS

Having been named as Registered Agent, I do hereby accept and agree to act in the capacity as Registered Agent for the above named corporation, and agree to comply with the provisions of Chapter 48 Florida Statutes relative to keeping open said office as required.

Dated this 13th day of February, 1998.



ANDRE' R. FOURNIER

FILED
98 FEB 16 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA