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W. H. McAnnally IV
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Brandon, FL 33511
(813) 653-0772



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

February 23, 1998

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-02/25/98--01055--012
*****70.00 *****70.00

Re: ~~BELL~~ SHOALS COUNSELING CENTER, P.A.

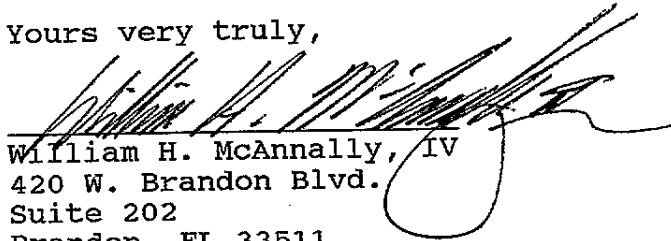
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named professional service corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered agent fee	\$35.00

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

Yours very truly,


 William H. McAnnally, IV
 420 W. Brandon Blvd.
 Suite 202
 Brandon, FL 33511
 (813) 653-0772

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
02-26-98

ARTICLES OF INCORPORATION

OF

BELL SHOALS COUNSELING CENTER, P.A.

The undersigned natural person, competent and licensed to practice mental health counseling in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be:

BELL SHOALS COUNSELING CENTER, P.A.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of mental health counseling, and all its fields of specializations.

b. To engage in and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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ARTICLE IV - CAPITAL STOCK

a. The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

b. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 420 W. Brandon Blvd., Suite 202, Brandon, FL 33511. The initial Registered Agent of this corporation at such office, shall be WILLIAM H. MCANNALLY, IV, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation shall be: 2102 Bell Shoals Rd., Building G, Brandon FL 33511.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board is:

NAME	ADDRESS
D. KEITH ROACH	2102 Bell Shoals Rd. Building G Brandon, FL 33511

ARTICLE VIII - INCORPORATORS

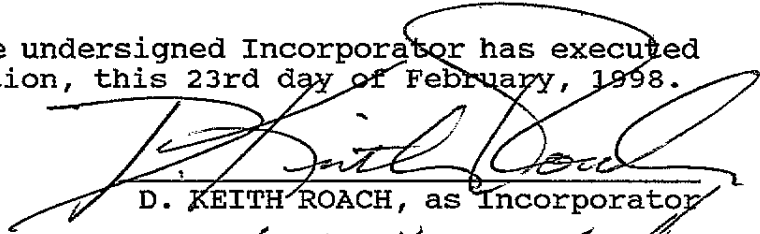
The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
D. KEITH ROACH	2102 Bell Shoals Rd. Building G Brandon, FL 33511

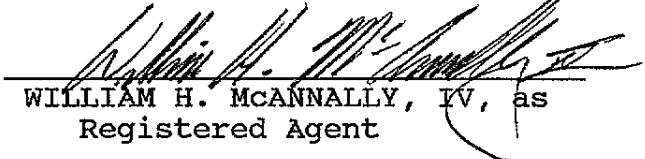
ARTICLE IX
AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 23rd day of February, 1998.



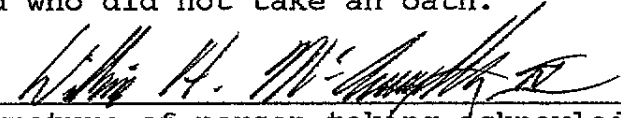
 D. KEITH ROACH, as Incorporator



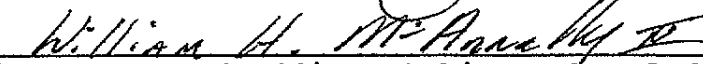
 WILLIAM H. MCANNALLY, IV, as
 Registered Agent

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of BELL SHOALS COUNSELING CENTER, P.A., was acknowledged before me this 23rd day of February, 1998, by D. KEITH ROACH, as Incorporator, who is personally known to me or who has produced Florida driver's license as identification and who did not take an oath.

 (SEAL)

 (Signature of person taking acknowledgment)



 (Printed Name of officer taking acknowledgment)

NOTARY PUBLIC
(Title or rank)

(Serial number, if any)



WILLIAM H MCANNALLY, IV
My Commission CC516718
Expires Dec. 08, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That BELL SHOALS COUNSELING CENTER, P.A., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 420 W. Brandon Blvd., Suite 202, Brandon, FL 33511, has named WILLIAM H. MCANNALLY, IV, as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM H. MCANNALLY, IV

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