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MICHAEL L. EDWARDS

March 16, 1998

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Articles of Incorporation
of Swaney and Swaney, P.A.

Dear Sirs:

Please find enclosed Articles of Incorporation on behalf of Swaney and Swaney, P.A. I have also enclosed a check in the amount of \$131.25 for the filing of the Articles and for a certified copy.

Should you have any questions regarding the above, please contact me.

Sincerely,


Michael L. Edwards

MLE/lmw

Enclosures

FILED
98 MAR 30 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lori Wolf GAVE

AUTHORIZATION BY PHONE TO

CORRECT RA acceptance

DATE 4-1-98

DOC. EXAM. CB

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FILED
98 MAR 30 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SWANEY AND SWANEY, P.A.**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of Licensed Mental Health Counseling, Licensed Clinical Social Work, psychotherapy and perform the services incidental thereto in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

**ARTICLE I
NAME**

The name of the professional association is Swaney and Swaney, P.A.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 3810-3 Williamsburg Park Boulevard, City of Jacksonville, County of Duval, State of Florida 32257. The name of the initial registered agent of the corporation, is Caroline Swaney, located at 8668 Villa San Jose Drive, East, Jacksonville, Florida 32217.

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to practice the profession of mental health counseling, clinical social work and perform the service of mental health counseling. The sole and exclusive professional services to be rendered by the corporation are mental health counseling and clinical social work.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock,

and shall have a value of \$1.00 per share.

ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of and perform the services of mental health counseling is not less than \$500.00

ARTICLE VII CORPORATE POWERS

The corporation shall have all rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: Investing its funds in real estate, mortgages, stocks, bonds or other type of investments, owning real or personal property necessary for the rendering of professional services.

ARTICLE VIII INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Caroline McCart Swaney	8668 Villa San Jose Drive, East Jacksonville, Florida 32217
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Robert E. Swaney	8668 Villa San Jose Drive, East Jacksonville, Florida 32217
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ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

Caroline McCart Swaney	8668 Villa San Jose Drive, East Jacksonville, Florida 32217
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Robert E. Swaney	8668 Villa San Jose Drive, East Jacksonville, Florida 32217
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The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be 1 year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be authorized number of directors until that number

is changed by a bylaw duly adopted by the shareholders.

ARTICLE X BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by a majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 24 North Market Street, Suite 303, Jacksonville, Florida 32202.

ARTICLE XII

This corporation is organized for the following purposes:

a. To engage in the practice of mental health counseling, psychotherapy and/or clinical social work as a professional corporation and to own and operate clinic for the purposes of providing mental health counseling and clinical social work care and treatment.

b. To promote mental health counseling, clinical social work and scientific research and knowledge; and furnish related clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional mental health counseling services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional mental health and clinical social work services in the State of Florida.

IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal, this ____ day of March, 1998,

for the purpose of forming this corporation to do business within and without the State of Florida, so make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

I HEREBY ACCEPT THE DUTIES AND RESPONSIBILITIES
OF Registered Agent.

Caroline McCart Swaney
Caroline McCart Swaney
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Caroline McCart Swaney, to me well known or having presented Florida Driver's License as identification to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the county and state named above, this 25 day of March, 1998..

LORI M. WOLF
Notary Public, State of Florida
My Comm. expires Aug. 25, 2000
Comm. No. CC 579515

Lori M. Wolf
Signature of Notary Public

Lori M. Wolf
Print Name

IN WITNESS WHEREOF, I, the undersigned, being one of the original subscribers to the capital stock hereinbefore named, have hereunto set my hand and seal, this ___ day of March, 1998, for the purpose of forming this corporation to do business within and without the State of Florida, so make and file in the Office of the Secretary of State, of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Robert E. Swaney
Robert E. Swaney

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Robert E. Swaney, to me well known or having presented Florida Driver's License as identification to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the county and state named above, this 25 day of March, 1998.

LORI M. WOLF
Notary Public, State of Florida
My Comm. expires Aug. 25, 2000
Comm. No. CC 579515

Lori M. Wolf
Signature of Notary Public

Lori M. Wolf
Print name of Notary Public

My Commission Expires: _____