

ANTOINETTE PLOGSTEDT, P.A.

ATTORNEY AT LAW

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April 23, 1998

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

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-04/27/98--01116--002  
\*\*\*122.50 \*\*\*122.50

RE: YERUSHALMI ASSOCIATES, P.A.;

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fees:	35.00
Certified Copy:	52.50
Registered Agent Fee:	<u>35.00</u>

TOTAL \$ 122.50

Please return a certified copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is appreciated.

Sincerely,

*Antoinette Plogstedt*  
ANTOINETTE PLOGSTEDT

ADP/kao

Enclosures

*Antoinette's* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *certificate*  
DATE *4/27/98*  
DOC. EXAM *TA*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*TA-4/28/98*

**ARTICLES OF INCORPORATION  
OF  
YERUSHALMI ASSOCIATES, P.A.**

The undersigned, acting as Incorporator of YERUSHALMI ASSOCIATES, P.A., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation is: YERUSHALMI ASSOCIATES, P.A.

**ARTICLE II. PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of the Corporation is 672 N. Semoran Blvd., Ste. 101, Orlando, FL 32807.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSES**

This Corporation shall be a Professional Service Corporation, and 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 psychology and all fields of specializations as are engaged in by psychology.

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

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(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.

#### **ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and such consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation, with a value, in the judgment of the Directors equivalent to or greater than the full par value of the shares.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time, as provided in the By-laws, but shall never be less than one. The name and street address of the initial Director is:

**Name**  
Cydney Yerushalmi

**Address**  
672 N. Semoran Blvd., Ste. 101  
Orlando, FL 32807

## **ARTICLE VII. INCORPORATOR**

The name and address of the Incorporator is:

**Name**  
Cydney Yerushalmi

**Address**  
672 N. Semoran Blvd., Ste. 101  
Orlando, FL 32807

The Incorporator of the Corporation assigns to this Corporation her rights under Section 607.0201, Florida Statutes, to constitute a Corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as Incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

## **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors pursuant to the terms of the By-Laws.

## **ARTICLE IX. AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Article of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Article of Incorporation this 23<sup>rd</sup> day of April, 1998.

Cydney Yerushalmi  
CYDNEY YERUSHALMI  
Incorporator

### **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

YERUSHALMI ASSOCIATES, P.A.            desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 672 N. Semoran Blvd., Ste. 101, Orlando, FL 32807, has named Cydney Yerushalmi, located at 672 N. Semoran Blvd., Ste. 101, Orlando, FL 32807, as its Registered Agent to accept service of process within this state.

### **ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Cydney Yerushalmi  
CYDNEY YERUSHALMI

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