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May 19, 1998

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

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-05/20/98--01020--008
****122.50 ****122.50

Re: Articles of Incorporation of
SHERI A. LEVITUS, L.C.S.W., P.A.

Dear Sirs/Madams:

Enclosed please find the original and three copies of the Articles of Incorporation on the above-mentioned for filing, along with a check in the amount of \$ 122.50 for said filing.

Please return the filed Articles of Incorporation to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

Mary Koch Polson
MARY KOCH POLSON

Enclosures

cc: Ms. Sheri A. Levitus

FILED
98 MAY 20 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*Done
5/22/98*

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ARTICLES OF INCORPORATION

OF

SHERI A. LEVITUS, L.C.S.W., P.A.

FILED
98 MAY 20 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and legally authorized to practice clinical social work in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is **SHERI A. LEVITUS, L.C.S.W., P.A.** The principal and mailing address of this Corporation is 8520 Gulf Boulevard #32, Navarre Beach, Florida 32566.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The purpose of this Corporation and the nature of the business to be transacted by this Corporation is as follows:

(a) To practice clinical social work and provide counseling and psychotherapeutic services as a professional service corporation and to provide services incident thereto, and to do all things necessary to carry out the purposes of the Corporation.

(b) To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of the Corporation.

(c) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds and any other type of investment.

(d) To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, or any amendment thereof.

(e) The services of this Corporation shall be carried out only through officers, employees and agents who are active members of the practice of clinical social work in good standing and licensed in the State of Florida to practice clinical social work, including without limitation, counseling and psychotherapeutic services.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock of the same class and having a nominal or par value of One Dollar (\$ 1.00) per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice clinical social work in the State of Florida in an active status and in good standing.

The consideration to be paid for each share shall be fixed by the Board of Directors. It is the intent of this charter that the Directors may sell the capital stock of the Corporation, in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

ARTICLE IV - DURATION

This Corporation shall begin corporate existence as of the date that these Articles of Incorporation are executed, and shall exist perpetually.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The name of the Corporation's initial registered agent and the street address of the initial registered agent of this Corporation is as follows:

MARY KOCH POLSON
90 Beal Parkway N.W., Suite B
Fort Walton Beach, Florida 32548

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and change the registered agent.

ARTICLE VI - DIRECTORS

This Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice clinical social work in the State of Florida in an active status and in good standing. The Directors shall be elected by the Shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders. The name and street address of each person who is to serve as a member of the initial Board of Directors until successors are elected and have qualified, is as follows:

NAME

ADDRESS

SHERI A. LEVITUS, 8520 Gulf Boulevard #32, Navarre Beach, FL 32566

ARTICLE VII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation, who is the incorporator of this Corporation, and who is duly licensed under the laws of the State of Florida to practice clinical social work, is as follows:

NAME

ADDRESS

SHERI A. LEVITUS, 8520 Gulf Boulevard #32, Navarre Beach, FL 32566

ARTICLE VIII - VOTING TRUSTS

No Shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

ARTICLE IX - RESTRAINT ON ALIENATION

No Shareholder may sell or transfer his/her shares in this Corporation except to another individual who is eligible to be a Shareholder of this Corporation under Florida law.

ARTICLE X - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify its Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII - DISQUALIFICATION

If any Officer, Shareholder, agent or employee of this Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The Directors of this Corporation shall have the power to make and amend the By-Laws of this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of May, 1998.



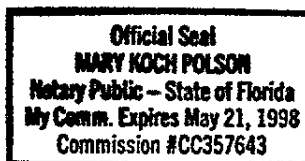
SHERI A. LEVITUS

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SHERI A. LEVITUS, to me known to me to be the person described in and who acknowledged before me that she executed the foregoing instrument freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of May, 1998.

Mary Koch Polson
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of registered agent and I hereby agree to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

Mary Koch Polson
MARY KOCH POLSON

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TALLAHASSEE FLORIDA