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LARRY E. CIESLA

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May 29, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/01/98--01135--008
*****70.00 *****70.00

Re: Ted Shaw, Ph.D., P.A.

Dear Sir or Madam:

In connection with the above corporation, I am enclosing herewith the following:

1. Original executed Articles of Incorporation
2. Copy of Articles of Incorporation
3. Check in the amount of \$70.00 to cover the filing fee and designation of resident agent fee.

Please file the original Articles of Incorporation, date and time stamp the copy and return the copy to me at your earliest convenience.

Please let me know if anything further will be required.

Very truly yours,

Larry GAVE
AUTHORIZATION BY PHONE TO
CORRECT certif + art.

Larry E. Ciesla
LARRY E. CIESLA

LEC:mp DATE 6/2/98
Enclosures TA

FILED
98 JUN - 1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

clients.shaw.divofcor.ltr

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98 JUN -1 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TED SHAW, Ph.D., P.A.**

I, the undersigned, hereby execute the following for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME, ADDRESS AND NATURE

The name of this corporation shall be TED SHAW, Ph.D., P.A., and the principal place of business shall be 3615 S.W. 13th Street, Suite 5, Gainesville, Alachua County, Florida 32608. The nature of the business of the professional association will be to provide group & individual counseling and therapy as well as to provide Forensic Services.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law. This corporation shall begin business on the day of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the following:

(a) To do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapters 607 and 621,

Florida Statutes, 1997, as amended, and which now or hereafter may be authorized by law.

(b) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock outstanding at any time shall be 100, with par value of \$1.00 per share, all of one class, common, participating voting stock.

ARTICLE V - 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 she already holds, shall have the right to purchase her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3615 S.W. 13th Street, Suite 5, Gainesville, Florida 32608, and the name of the initial registered agent of this corporation is TED SHAW.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have not less than one (1) director nor more than five (5) directors. The names and addresses of the

initial directors of this corporation are as follows:

NAME

ADDRESS

Ted Shaw

3615 S.W. 13th Street, Suite 5
Gainesville, Florida 32608

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as an Incorporator is as follows:

NAME

ADDRESS

Ted Shaw

3615 S.W. 13th Street, Suite 5
Gainesville, Florida 32608

IN WITNESS WHEREOF, the undersigned has subscribed his name
this 29th day of May, 1998.

Signed, sealed and delivered
in our presence as witnesses:

Randy E. Costa

Ted Shaw (SEAL)
TED SHAW

Michelle Persis

STATE OF FLORIDA)

COUNTY OF ALACHUA)

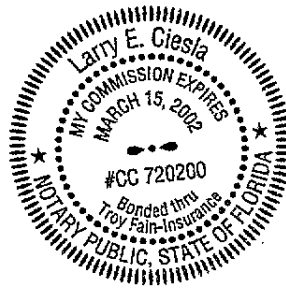
I HEREBY CERTIFY that on this 29th day of May,
1998, personally appeared before me, the undersigned authority,

TED SHAW, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

WITNESS my hand and official seal in the County and State named above on the day and year written above.

Larry E. Ciesla

Notary Public
State of Florida at Large
My Commission Expires:



**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

First, That TED SHAW, Ph.D., P.A., qualified to do business under the laws of the State of Florida, with its principal office at 3615 S.W. 13th Street, Suite 5, Gainesville, County of Alachua, State of Florida, has appointed TED SHAW, 3615 S.W. 13th Street, Suite 5, Gainesville, County of Alachua, State of Florida 32608, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open said office.

By: Ted Shaw
TED SHAW
Resident Agent

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FILED
98 JUN - 1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA