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NAME: HERNANDEZ VILLAMIL, P.A.

AUDIT NUMBER.....H98000011437

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**ARTICLES OF INCORPORATION OF
HERNANDEZ VILLAMIL, P.A.**

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The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of licensed clinical social worker (L.C.S.W.), with all rights and privileges inherent with said license, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:

HERNANDEZ VILLAMIL, P.A.

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

The address of the corporation's principal office is 1205 Mariposa Avenue, Unit 303, Coral Gables, Florida 33146. The name and address of the initial registered agent of the corporation shall be :

Alice Hernandez Villamil
1205 Mariposa Avenue
Unit 303
Coral Gables, Florida 33146

**ARTICLE III
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

a. To engage in the practice of rendering professional services as a licensed clinical social worker, including but not limited to, counseling and adoption services, and

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any other services authorized under the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of this Corporation

b. The professional services of this corporation shall be carried out only through shareholders, officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional services as a licensed clinical social worker in the State of Florida.

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, referred to as Common Shares, and shall have a par value of \$1.00 per share.

ARTICLE VI VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his 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 VIII INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE IX DIRECTORS

The corporation is to be managed by a board of director(s). The Corporation shall have one director initially. The initial director of the Corporation shall hold office until his/her successor(s) is/are elected and qualified as provided in the Bylaws, or until his/her/their earlier resignation or removal from office. The name of the initial director is:

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Name

Address

Alice Hernandez Villamil - President,
Vice-President, Treasurer,
Secretary

1205 Mariposa Avenue
Unit 303
Coral Gables, Florida 33146

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The term of Office of each director shall be for one 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 the authorized number of directors until the number is changed by a Bylaw duly adopted by the shareholder(s).

ARTICLE X BYLAWS

The initial director shall submit the proposed Bylaws to the shareholder(s) 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 the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida this 17 day of June 1998.

Alice Hernandez Villamil
ALICE HERNANDEZ VILLAMIL

STATE OF FLORIDA
COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared ALICE HERNANDEZ VILLAMIL, who is personally known to me or who has produced FL. D2. Lic. H655-024-44-757 as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this 17 day of June, 1998.



LIVIA R. DREIZE
COMMISSION # CC 425434
EXPIRES DEC 8, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Livia R. Dreize
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 17 day of June 1998

Alice Hernandez Villamil
ALICE HERNANDEZ VILLAMIL
Registered Agent

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