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ROSARIO S. CRANE, P.A.
2711 Chambry Lane
Tampa, Fl. 33611
Tel. 875-0122

August 03, 1998

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***122.50 ***122.50

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

RE: ROSARIO S. CRANE, P.A.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly yours,

ROSARIO S. CRANE, P.A.

Rosario S. Crane, PHD.
Rosario S. Crane, PHD.
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 AM 10:37

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ARTICLES OF INCORPORATION

OF

ROSARIO S. CRANE, P.A.

A PROFESSIONAL CORPORATION

The undersigned, whom is duly licensed to engage in the practice of Psychology within the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ROSARIO S. CRANE, P.A.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized shall be to engage in the practice of Psychology within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice Psychology within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rule of the profession.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 Shares (Common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and the mailing address of the corporation is:

NAME: ROSARIO S. CRANE, P.A.
ADDRESS: 2711 Chambry Lane
CITY: Tampa, Fl 33611

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DIVISION OF CORPORATIONS
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The name and address of the Initial Registered Agent of this Corporation is:

NAME: Rosario S. Crane, P.H.D.
ADDRESS: 2711 Chambry Lane
CITY: Tampa, Fl. 33611

ARTICLE VI - INTIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation are as follows:

NAME: Rosario S. Crane, PHD
ADDRESS: 2711 Chambry Lane
CITY: Tampa, Fl. 33611

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Rosario S. Crane, PHD.
ADDRESS: 2711 Chambry Lane
CITY: Tampa, Fl. 33611

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of August, 1998.

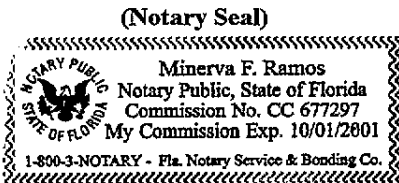
Rosario S. Crane PHD
ROSARIO S. CRANE, PHD.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROSARIO S. CRANE, PHD. known to me, and who acknowledged, and executed before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3rd day of August, 1998.

Minerva F. Ramos
(Notary Public, State of Florida at Large)



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

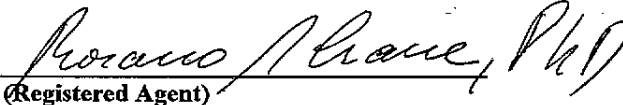
**CERTIFICATE OF REGISTERED AGENT
OF**

ROSARIO S. CRANE, P.A.

**Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at 2711 Chambry Lane,
Tampa, Florida 33611 has named ROSARIO S. CRANE, PHD. Located at the aforesaid
address, 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 above
stated corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.**


(Registered Agent)