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Gerald Richard Quimby
787 Thrasher Drive
Viera, Florida 32955

September 11, 1998

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

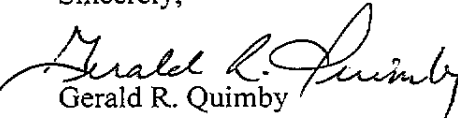
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Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation of Associates in Counseling & Education, Inc.. I have enclosed a check in the amount of \$131.25 to cover the Filing Fee, Certified Copy and Certificate.

If you have any questions or should you require any further information, please contact me at the address above.

Sincerely,


Gerald R. Quimby

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Articles of Incorporation
of
Associates in Counseling & Education, Inc.**

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DIVISION OF CORPORATIONS
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**I.
Name**

The name of the Corporation is Associates in Counseling & Education, Inc., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is P.O. Box 410363, Melbourne, Florida 32941-0363. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Jennifer Anne Quimby, c/o DBA Systems, Inc., 1200 South Woody Burke, Melbourne, Florida 32901.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be the practice of psychotherapy, counseling, consultative and educational services.

**VI.
Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000, each share to have a par value of \$.01.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Gerald Richard Quimby	787 Thrasher Drive, Viera, FL 32955

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
Gerald R. Quimby	787 Thrasher Drive, Viera, FL 32955
Dudley Gordon	3936 Lakeside Lane, Palm Bay, FL 32909
Jennifer Quimby	787 Thrasher Drive, Viera, FL 32955

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from the first day of January to the final day of December of each year.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this, the 12
day of September, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Gerald R. Quimby
Incorporator

State of Florida

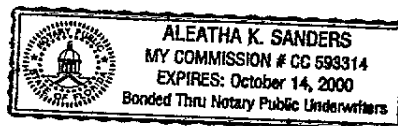
County of Brevard

BEFORE ME, the undersigned authority, on this day personally appeared
GERALD R. QUIMBY, known to me to be the person described in, and whose
name is subscribed to the foregoing document, who on oath stated to me that he/she executed the
same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 12th day of
September, 1998.

Aleatha K. Sanders
Notary Public in and for the
State of FLORIDA

My Commission Expires:



State of FLORIDA

County of BREVARD

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

John A. Finby
Registered Agent

12th September, 1998.
Date