11/10/98



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AUDIT NUMBER...... H98000020981

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November 12, 1998

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ARTICLES OF INCORPORATION OF

ROSALIND E. GAINES, P.A.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be:

ROSALIND E. GAINES, P.A.

The address of the principal office of this corporation shall be 6512 Via Regina, Bldg. #10, Apt. #6, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The sole purpose of the corporation shall be to engage in the profession of mental health counselor through individuals licensed under the laws of the State of Fiorida to practice mental health counseling in that state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10400 Griffin Road, Suite 203A, Cooper City, Florida 33328, and the name of the initial registered agent of the corporation at that address is Jeffrey D. Kastner, P.A.

Jeffrey D. Kastner, Esquire 10400 Griffin Road, Suite 203A Cooper City, Florida 954-252-0555 Florida Bar #263249

JEFFREY D. KASTNER, P.A., 10400 GRIFFIN ROAD, STE. 203A • COOPER CITY, FLORIDA 33328 • (954) 252-0555 • FAX. (954) 252-0570

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and address of the initial member of the Board of Directors is:

ROSALIND E. GAINES

6512 Via Regina, Bidg. #10, Apt. #6 Boca Raton, Florida 33433

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ROSALIND E. GAINES
President/ Secretary/Treasurer

6512 Via Regina, Bldg. #10, Apt. #6 Boca Raton, Florida 33433

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Jeffrey D. Kastner, P.A. 10400 Griffin Road, Suite 203A Cooper City, Florida 33328

IN WITNESS WHEREOF, the undersigned agent of Jeffrey D. Kastner, P.A., has hereunto set his hand and seal of Jeffrey D. Kastner, P.A. on November 9, 1998.

JEFFREX D, KASTNER, P.A

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Jeffrey D. Kastner, P.A., a Florida corporation authorized to transact business in this state, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

JEFFREY/D. KASTNER, P.A

Metrey D. Kasther, Esquire, its President

DIVISION OF CONFERENCE

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