

RUBIN & RUBIN

Attorneys and Counselors

P98000099133

Mail To:
P.O. Box 395
Stuart, FL 34995

Physical Address:
520 S. Federal Highway
Stuart, FL 34994

(561) 283-2004
(561) 283-2009 fax
e-mail: denise.cash@metrolink.net

Denise Cash, Administrative Assistant

November 20, 1998

Florida Dept. of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

600002693946--6
-11/23/98--01110--003
*****78.75 *****78.75

To Whom It May Concern,

Please find enclosed the original and copy of the Articles of Incorporation of Patricia P. Gage, Ph.D., P.A. for filing. Also a check (#13485) for 78.75 is enclosed to cover costs. Please return a copy to our office as soon as possible. Any questions please call Susan at 561-283-2004.

Sincerely yours,

Denise Cash

Denise Cash

FILED
98 NOV 23 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Denise GAVE
AUTHORIZATION BY PHONE TO
CORRECT keeping + certif.
DATE 11/25/98
DOC. EXAM TA

Purpose O.K.
per S.D.V.

TA-11/25/98

Miami

Stuart

Jacksonville

ARTICLES OF INCORPORATION
OF
PATRICIA P. GAGE, Ph.D., P. A.

The undersigned natural person, competent and licensed to practice School Psychology in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall PATRICIA P. GAGE, Ph.D., P.A.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of School Psychology, and all its fields of specialization, as are engaged in by Patricia P. Gage, Ph.D.
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within

FILED
98 NOV 23 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

the State of Florida to render the same professional service as this corporation.

- c. To invest its funds in real estate, mortgages, stocks, bonds and other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$.01 per share.

ARTICLE V

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 900 East Ocean Boulevard, Suite 232, Stuart, Florida 34994, and the name of the initial registered agent at such address is Patricia P. Gage.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall have one director, initially. The number of directors may be increased or decreased from time to time, by bylaws adopted by the stockholders, but shall never be less than one. The name and post office address of the sole member of the first Board of Directors is: Patricia P. Gage, 900 East Ocean Boulevard, Suite 232, Stuart, Florida 34994.

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is: Patricia P. Gage, 900 East Ocean Boulevard, Suite 232, Stuart, Florida 34994.

**ARTICLE VIII
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and the mailing address of the corporation is 900 East Ocean Boulevard, Suite 232, Stuart, Florida 34994.

**ARTICLE IX
EXISTENCE**

The Corporation shall be deemed to commence its existence upon the date of filing of these Articles of Incorporation.

**ARTICLE X
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XII

INFORMAL DIRECTOR ACTION

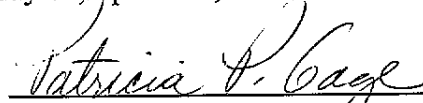
If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 8th day of September, 1998.



Patricia P. Gage, Incorporator




Patricia P. Gage, Registered Agent

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **PATRICIA P. GAGE, Ph.D., P.A.** having been organized under the laws of the State of Florida with its principal office at 900 East Ocean Boulevard, Suite 232, Stuart, Florida 34994, as indicated in the Articles of Incorporation, in the County of Martin, State of Florida, has named Patricia P. Gage at 900 East Ocean Boulevard, Suite 232, Stuart, Florida 34994, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-named Corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Patricia P. Gage

FILED
98 NOV 23 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA