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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Paula K. Whitaker, Ph.D.
P.A.

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EFFECTIVE DATE

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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
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- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
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- UCC 11 Retrieval _____
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ARTICLES OF INCORPORATION

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PAULA K. WHITAKER, Ph.D., P.A.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Professional Service Corporation Act (the "**Act**") and other laws of the State of Florida, as follows:

ARTICLE I

Name

The name of the Corporation is:

PAULA K. WHITAKER, Ph.D., P.A.

ARTICLE II

Term of Existence

Corporate existence will commence on January 22, 1999, and the Corporation will have perpetual existence thereafter.

ARTICLE III

Principal Office

The principal office of the Corporation is 3244 Lake Padgett Drive, Land O' Lakes, FL 34639.

ARTICLE IV

Nature of Business and Purposes

The Corporation is organized for the following purposes:

(a) To engage in every phase and aspect of the business of rendering such professional services to the public that a psychologist, psychiatrist, clinical social worker, mental health counselor, marriage and family therapist, or psychiatric nurse practitioner, duly licensed under the laws of the State of Florida, is authorized to render, but such

professional services will be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice and render such services therein.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

(d) The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation will not conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE V **Capital Stock**

(a) The Corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued will become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors will be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation will have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 180 Alternate 19 North, Palm Harbor, FL 34683, and the name of its initial registered agent at such address is Timothy B. Perenich, Esquire.

ARTICLE VII
Directors

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The name and address of the initial director of the Corporation, who will serve until his or her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Paula K. Whitaker, Ph.D.	3244 Lake Padgett Drive Land O' Lakes, FL 34639

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy B. Perenich, Esquire	180 Alternate 19 North Palm Harbor, FL 34683

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE X
Stockholders

(a) The Corporation's Common Stock will be issued only to individuals who are duly licensed to render psychological services and consulting under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed to render psychological services and consulting under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within Florida to render professional psychological services or consulting or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional psychological services or consulting, such shareholder will sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares of the Corporation's Common Stock.

ARTICLE XI
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XII
Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation will have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who

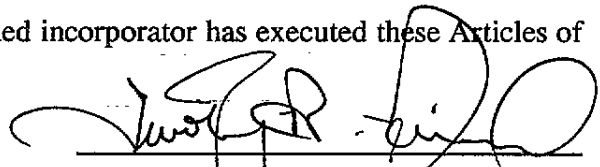
dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

(c) To adopt, for the benefit of employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan, (4) a thrift (savings) plan, or (5) any other retirement, incentive compensation or employee benefit plan.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 22, 1999.



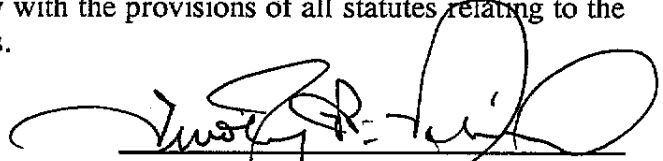
Timothy B. Ferenich, Esquire,
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: January 22, 1999



Timothy B. Perenich, Esquire