

**MORAN & SHAMS, P.A.**  
ATTORNEYS AT LAW

P990000014359

February 9, 1999

DAVID E. ACKLEY

CRISTINA ARECHAGA

KELLY T. BLYSTONE

MICHAEL J. GOODMAN

JAMES E. KIDD

CLINTON C. LYONS, JR.

ROBERT S. MACDONALD

BRIAN J. MORAN

THOMAS P. MORAN

MAURICE SHAMS

SIDNEY H. SHAMS

CHRISTOPHER C. SKAMBIS

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32301

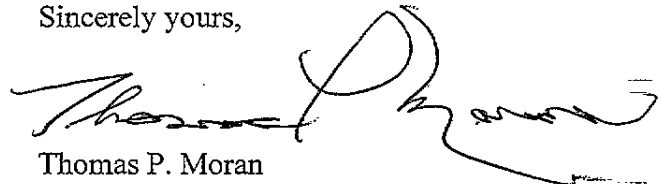
Re: Michael K. Johnson, Ph.D., P.A.  
Florida, 1999

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced P.A., together with a check in the amount of \$122.50 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,

  
Thomas P. Moran

TPM/jmc  
Enclosures

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-02/11/99--01062--010  
\*\*\*122.50 \*\*\*\*\*78.75

**EFFECTIVE DATE**

2-9-99

FILED  
99 FEB 11 AM 8:48  
DIVISION OF INCORPORATION  
TALLAHASSEE, FLORIDA

ajc  
2/15

**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL K. JOHNSON, Ph.D., P.A.**

DIVISION OF INCORPORATION  
TALLAHASSEE, FLORIDA  
99 FEB 11 AM 8:48  
**FILED**

The undersigned incorporators of these Articles of Incorporation, a natural person competent to contract and a Ph.D. in Psychology, duly licensed to render services as a psychologist under Florida Statutes 490 of the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under Chapters 621 and 607, Florida Statutes.

**ARTICLE I**  
**NAME**

The name of this corporation is MICHAEL K. JOHNSON, Ph.D., P.A.

**ARTICLE II**  
**NATURE OF BUSINESS**

**EFFECTIVE DATE**

2-9-99

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of psychological evaluation, testing and counselling, program evaluation and consultation and rendering all professional services to the public as a duly licensed psychologist authorized under the laws of the State of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment permissible under the Professional Service Corporation Act, and to own real and personal property necessary for the rendering of professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, 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 of the purposes or objects of this corporation.

D. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### **ARTICLE III CAPITAL STOCK**

The corporation is authorized to issue 100 shares of common stock having no par value per share. None of the shares of this corporation may be issued to or owned by anyone other than an individual duly licensed to practice psychology in the State of Florida.

### **ARTICLE IV TERM OF EXISTENCE**

The corporation is to exist perpetually, commencing February 9, 1999.

### **ARTICLE V ADDRESS**

The initial street address of the principal registered office of this corporation is 290 Whiteoak Circle, Maitland, Florida 32751, and the name of the initial registered agent of this corporation is: Michael K. Johnson. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

### **ARTICLE VI DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of one or more persons licensed to practice psychology under the laws of the State of Florida. The number of directors may be increased or diminished from time to time by the bylaws.

### **ARTICLE VII INITIAL DIRECTORS**

The name and address of the member of the first Board of Directors are:

Michael K. Johnson, Ph.D.  
290 Whiteoak Circle  
Maitland, Florida 32751

### **ARTICLE VIII INCORPORATORS**

The name and address of the person signing these Articles of Incorporation, who is a Doctor of Philosophy, duly licensed under the laws of the State of Florida to render psychological services as such are:

Michael K. Johnson, Ph.D.  
290 Whiteoak Circle  
Maitland, Florida 32751

## **ARTICLE IX VOTING RIGHTS**

No shareholder of this corporation shall 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 shares.

## **ARTICLE X PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale for cash of any stock of this corporation, including Treasury stock held by this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others and the founding shareholders shall maintain a majority of the outstanding stock at all times in this corporation unless specifically waived in writing and an appropriate amendment to this Certificate is filed.

## **ARTICLE XI CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

## **ARTICLE XII CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of such other corporation, and any Director, individually or jointly, may be a part to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any other firm, association, or corporation in which he may be in any way interested.

### **ARTICLE XIII OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of this corporation until the first meeting of the Board of Directors:

Michael K. Johnson

### **ARTICLE XIV BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

### **ARTICLE XV RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice psychology in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the shareholders.

## **ARTICLE XVI MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

## **ARTICLE XVII ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida (including, without limitation, the Florida General Corporation Act and the Professional Service Corporation Act) and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power 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. This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

C. This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, that capital of this corporation is not impaired.

D. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

E. This corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

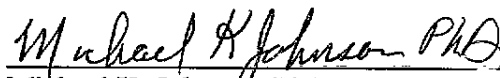
1. A defined contribution plan as defined under the Internal Revenue Code;
2. A defined benefit plan as defined under the Internal Revenue Service;
3. A stock bonus plan;

4. A deferred compensation plan;
5. A restricted stock option plan; or
6. Other plans, including without limitation, insurance plans, retirement plans, profit sharing plans, and/or incentive compensation plan.

### ARTICLE XVIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Orange County, Florida, these Articles of Incorporation this 9th day of February, 1999.

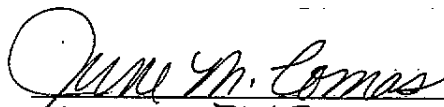
  
Michael K. Johnson, Ph.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of February, 1999, by Michael K. Johnson, Ph.D., who is personally known to me or who ~~has produced~~ as identification and who did take an oath.



June M. Comas  
MY COMMISSION # CC617580 EXPIRES  
May 30, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Print Name: JUNE M. COMAS  
My Commission Expires:

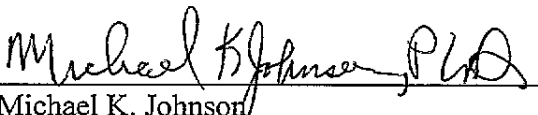
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June M. Comas  
MY COMMISSION # CC617580 EXPIRES  
May 30, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V. OF THESE ARTICLES OF INCORPORATION, 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.

  
Michael K. Johnson  
Registered Agent

**FILED**  
99 FEB 11 AM 8:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA