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SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MARIA M. MESA, L.C.S.W., P.A.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

MARIA M. MESA, L.C.S.W., P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice as SOCIAL WORKER under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, and other laws of the State of Florida.

ARTICLE I. NAME

1. The name of the corporation shall be MARIA M. MESA, L.C.S.W., P.A.

ARTICLE II. PRINCIPAL OFFICE

2. The principal office and mailing address of this corporation is 7171 Coral Way, Suite 104, Miami, Florida 33155, in Dade County, Florida.

ARTICLE III. PURPOSE

3. The professional service corporation is formed to engage in every phase and aspect of the practice of SOCIAL WORK. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

4. The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

5. The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice SOCIAL WORK in the State of Florida.

ELENA DE SOCARRAZ, ESQ.
999 Ponce de Leon Blvd., Suite 1015
Coral Gables, FL 33134
Tel: (305) 443-1304
Florida Bar No. 599920

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ARTICLE VI. REGISTERED OFFICE AND AGENT

6. The address of the initial registered office of this professional service corporation is 7171 Coral Way, Suite 104, Miami 33155, in Dade County, Florida. The name of the initial registered agent at that address shall be MARIA M. MESA, L.C.S.W.

ARTICLE VII. BOARD OF DIRECTORS

7. The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
MARIA M. MESA, L.C.S.W.	DIRECTOR	7171 Coral Way, Suite 104 Miami, Florida 33155

ARTICLE VIII. SUBSCRIBER

8. The name and address of the person signing these articles of incorporation as subscriber, the number of shares she agrees to take, and the consideration thereof, the proceeds of which will amount to at least one thousand dollars (\$1,000.00), is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
MARIA M. MESA, L.C.S.W. 7171 Coral Way, Suite 104 Miami, Florida 33155	1,000	\$1,000.00

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

9. The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may

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be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice SOCIAL WORK in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

10. The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

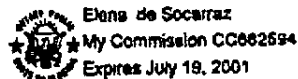
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on May 6, 1999.

Maria M. Mesa, LCSW
MARIA M. MESA, L.C.S.W.

STATE OF FLORIDA)
 S.S.
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me on May 6, 1999, by MARIA M. MESA, L.C.S.W. who is personally known to me or produced _____ as identification.

Elena de Socarras
Print Name: Elena de Socarras
Notary Public, State of Florida
My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 607.0501, Florida Statutes,
the following is submitted:

MARIA M. MESA, L.C.S.W., P.A., desiring to organize or qualify
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation, has named MARIA M.
MESA, L.C.S.W., located at 7171 Coral Way, Suite 104, Miami, 33155,
in Dade County, Florida, as its Registered Agent to accept Service
of Process within this State.

Dated: May 6, 1999

Maria M. Mesa, LCSW
MARIA M. MESA., L.C.S.W., Incorporator

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity. I further agree to comply
with the provisions of all statutes relative to the proper
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Dated: May 6, 1999.

Maria M. Mesa, LCSW
MARIA M. MESA., L.C.S.W. Registered Agent.

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TALLAHASSEE FLORIDA

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