

Britta Neinast
Bookkeeping Service

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May 3, 1999

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Dr. Carol J. Razza, P.A.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation relative to the above. I have also enclosed a check in the amount of \$78.75 representing fees for having this corporation filed, as well as having a certified copy returned to this office.

Thank you for your attention. If you have any questions, please feel free to contact this office.

Sincerely,

Britta Neinast
Britta Neinast

/bn

Enclosure

cc: Dr. Carol J. Razza

Britta GAVE
AUTHORIZATION BY PHONE TO
CONTACT *Purpose*
DATE *5/13/99*
OCC. EXAM *MM*

FILED
99 MAY 10 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/13/99
MM

ARTICLES OF INCORPORATION

OF

DR. CAROL J. RAZZA, P.A.

FILED
99 MAY 10 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is DR. CAROL J. RAZZA, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including the purpose of mental health consulting.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 Corporate Center Way, Suite 202, Wellington, Florida 33414, and the name of the initial registered agent of this corporation at that address is CAROL J. RAZZA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial board of directors of this corporation is:

CAROL J. RAZZA
1184 Summerwood Circle
Wellington, FL 33414

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

CAROL J. RAZZA
1184 Summerwood Circle
Wellington, FL 33414

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of April, 1999.

Dr. Carol J. Razza
CAROL J. RAZZA

STATE OF FLORIDA
COUNTY OF PALM BEACH

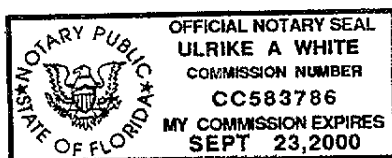
I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, appeared CAROL J. RAZZA to me known to be the person identified herein, personally known by me, and who executed the foregoing instrument and she acknowledged before me that she executed the same and who did take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 20th day of April, 1999.

Ulrike A. White
Notary Public, State of Florida at Large
My Commission Expires:

Type or Print Notary Name: ULRIKE A. WHITE

[Notary Seal]



STATE OF FLORIDA
DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DR. CAROL J. RAZZA, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1500 CORPORATE CENTER WAY, SUITE 202, WELLINGTON, FLORIDA 33414, HAS NAMED CAROL J. RAZZA AS REGISTERED AGENT, LOCATED AT 1184 SUMMERWOOD CIRCLE, WELLINGTON, FLORIDA 33414, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Dr. Carol J. Razza
Signature of Incorporator

Dated: 4-20-99

ACCEPTANCE

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

Dr. Carol J. Razza
Signature of Registered Agent

Dated: 4-20-99

FILED
99 MAY 10 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA