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GILBERT C. BETZ, P.A.
ATTORNEYS AT LAW
2025 S.W. 32 AVENUE
MIAMI, FLORIDA 33145

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-05/24/99-01138-009
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
99 MAY 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-26-99
6

Examiner's Initials

ARTICLES OF INCORPORATION
OF
DORIS E. DUNAWAY, P.A.

FILED
99 MAY 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is: **DORIS E. DUNAWAY, P.A.**

ARTICLE II

This Corporation is organized for the following purposes:

- a. To provide professional services to the public as a psychologist or mental health counselor and to carry on all services incident thereto. The practice of psychology and/or counseling is the sole and exclusive professional service to be rendered by this Corporation.
- b. To own real or personal property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this Corporation.
- c. To invest and reinvest its funds in real estate, mortgagees, stocks, bonds, or any other type of investments.
- d. To do such acts and carry on such business as may be permitted by Chapters 621 and 607, Florida Statutes, subject to the limitations thereof.
- e. The professional services of this Corporation shall be carried out only through directors, officers, employees, and agents, each of whom has been licensed in the State of Florida, and is, therefore, duly authorized to provide psychological and/or counseling services to the public in the State of Florida. This provision shall not be interrupted to include in the term "employee", as used herein, clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional service to the public for which a license or other legal authorization is required.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall not be less than One Dollar (\$1.00) in money, property or services. Shares of stock in this Corporation shall be issued only to individuals who are licensed in the State of Florida and are, therefore, duly authorized to provide psychological and/or counseling services to the public in the State of Florida.

ARTICLE IV

This Corporation shall have perpetual existence.

The initial address of the principal office of this Corporation in the State of Florida is 19080 S.W. 264 Street, Homestead, Florida 33031, and the name of the initial registered agent of this Corporation is Gilbert C. Betz, Esq. of 2025 S.W. 32nd Avenue, Suite 120, Miami, Florida 33145. The Board of Directors may, from time to time, designate another person(s) to serve as registered agent and his or their office shall be the registered office of this Corporation.

ARTICLE VI

This Corporation shall initially have one (1) Director, who shall constitute the Board of Directors. The name and street address of the Director is Doris E. Dunaway, 19080 S.W. 264 Street, Homestead, Florida 33031. The number of Directors may be increased from time to time in the manner provided for in the By-Laws of the Corporation, but shall never be less than one (1) nor more than five (5). All Directors must be licensed in the State of Florida and duly authorized to provide psychological and/or counseling services to the public in the State of Florida.

ARTICLE VII

The Corporation reserves the right from time to time to amend, alter, or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by Statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE IX

The initial By-Laws shall be adopted by the Board of Directors. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with statute or with these Articles of Incorporation.

ARTICLE X

Corporate existence shall begin upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE XI

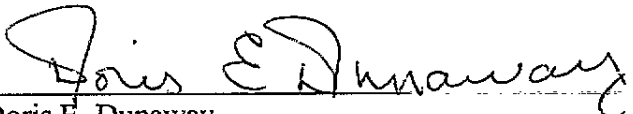
Subject to the provisions of the Professional Service Corporations Act (Chapter 621, Florida Statutes) and the Florida General Corporations Act (Chapter 607, Florida Statutes), no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director or officer of this Corporation is interested in, or is a Director or Officer of, such other corporation, and any Director or Officer, individually or jointly may be a party 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 or Officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a Director or Officer 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 firm, association, or corporation in which he may be in any way interested.

ARTICLE XII

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

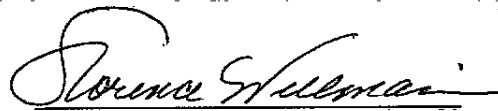
IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 22nd day of April, 1999, for the purpose of forming this Corporation under the laws of the State of Florida.


Doris E. Dunaway

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledges, personally appeared Doris E. Dunaway, and she acknowledged before me that she signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the City of Miami, County of Miami-Dade, State of Florida, this 22nd day of April, 1999.


Notary Public
State of Florida at Large

My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
FLORENCE WILLMANN
COMMISSION # CC603323
EXPIRES 1-31-2001
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered Office/registered agent, in the State of Florida.

1. The name of the Corporation is: DORIS E. DUNAWAY, P.A.
2. The name and address of the registered agent and office is

Gilbert C. Betz, Esq.
2025 S.W. 32nd Avenue
Suite 120
Miami, FL 33145

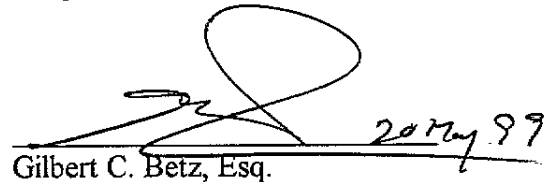


Doris E. Dunaway, President

Date: May 4, 1999

ACKNOWLEDGMENT BY REGISTERED AGENT

Gilbert C. Betz, Esq., having been named in the Articles of Incorporation to accept service of process for the above named Corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


Gilbert C. Betz, Esq.