

SLM

ST. LOUIS & MARTINEZ, P.A.

ATTORNEYS AT LAW
THE COLONNADE, SUITE 710
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

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P99000062709

July 6, 1999

300002925063-3

-07/07/99-01038-017

****122.50 *****78.75

EFFECTIVE DATE
7-6-99

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

Re: AM-PM COUNSELING, INC.

To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 4443, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,

Roland R. St. Louis, Jr.

RSL/jlr
Enclosures

FILED
99 JUL -7 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AM~PM COUNSELING, INC.

EFFECTIVE DATE
7-6-99

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is AM~PM Counseling, Inc. Its principal office and mailing address is 2501 South Ocean Drive, Suite 1411, Hollywood, Florida 33019.

ARTICLE II - DURATION

The effective date of this Corporation shall be July 6, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Ramsay H. Saffouri	2501 South Ocean Drive Suite 1411 Hollywood, Florida 33019

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR


The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Roland R. St. Louis, Jr.

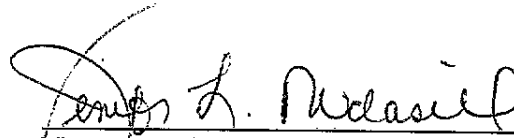
The Colonnade, Suite 710
2333 Ponce de Leon Boulevard
Coral Gables, Florida 33134



Roland R. St. Louis, Jr.
Incorporator

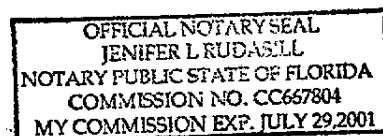
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of AM~PM Counseling, Inc., were acknowledged
before me this 6th day of July, 1999, by Roland R. St. Louis, Jr., as Incorporator.



Notary Public, State of Florida
Name: _____
Commission Number: _____
My Commission Expires: _____

(Seal)

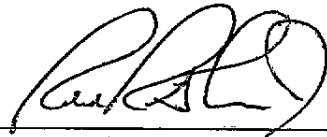


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AM~PM Counseling, Inc., at the place designated in the Articles of Incorporation, Roland R. St. Louis, Jr., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: July 6, 1999



Roland R. St. Louis, Jr.