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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

SHARI B. KAPLAN, LCSW, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

W-17594

ARTICLES OF INCORPORATION
OF

SHARI B. KAPLAN, LCSW, P.A.

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice Psychotherapy as a Licensed Clinical Social Worker under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is SHARI B. KAPLAN, LCSW, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation 1200 North Federal Highway,
Suite 200, Boca Raton, Florida 33432.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Psychotherapy. 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.

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ARTICLE IV. TERM OF EXISTENCE

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

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 500 shares of common stock having a par value of \$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 Psychotherapy in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432. The name of the initial registered agent at that address is Shari B. Kaplan.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 1 member(s). The name(s) and address(es) of the member(s) of the first board of directors are:

Shari B. Kaplan at 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432.

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ARTICLE VIII. SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) are:

Shari B. Kaplan at 1200 North Federal Highway, Suite 200, Boca Raton, Florida 33432.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

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 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 Psychotherapy 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.

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ARTICLE X. AMENDMENT

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.

ARTICLE XI. INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on this 27th day of July, 1999.


SHARI B. KAPLAN

Dated: July 27, 1999

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: SHARI B. KAPLAN, LCSW, P.A.
2. The name and address of the registered agent and office is:
Shari B. Kaplan, _____ at
1200 North Federal Highway, Suite 200, Boca Raton, FL 33432.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

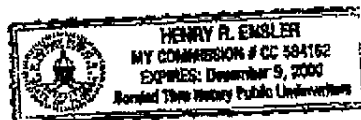
Shari B. Kaplan
SHARI B. KAPLAN
Registered Agent

Dated: July 27, 1999

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was sworn to and subscribed before me this 27th day of July, 1999, SHARI B. KAPLAN, who has produced the following as identification: Florida Driver's License and who did take an oath.

Henry R. Embley
Notary Public
My Commission Expires:



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