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July 21, 1999

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-1050

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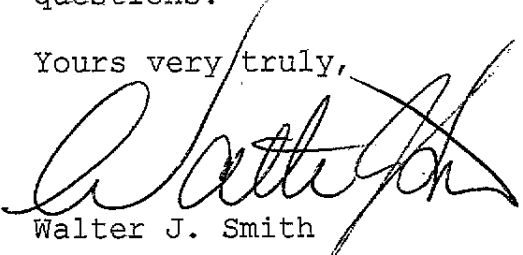
Re: Articles of Incorporation

Dear Clerk:

You will please find enclosed an original and one copy of Articles of Incorporation for James G. Ates, L.M.H.C., P.A. Please return a conformed copy to the address provided above. Our firm's check in the amount of \$78.75 is enclosed for the filing fee.

Please feel free to contact our office should you have any questions.

Yours very truly,


Walter J. Smith

FILED
99 JUL 26 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
99 JUL 26 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF _____

JAMES G. ATES, L.M.H.C., P.A.

The undersigned subscribed to these Articles of Incorporation, a natural person, competent to contract and legally authorized to practice the profession of mental health counseling in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation, for such corporation:

Article I - Name

The name of this corporation is JAMES G. ATES, L.M.H.C., P.A.

Article II - Purpose & Nature of Business

The purpose of this corporation and the nature of the business are as follows:

1. To engage in the practice of mental health counseling as a professional service corporation, and to provide services incident thereto.
2. Own property, enter into contracts, and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation.
3. The service of this corporation which consists of the practice of mental health counseling shall be carried out only

through officers, employees and agents who are in good standing and licensed in Florida to render the service of mental health counseling.

4. To do everything necessary, proper, or convenient for the accomplishment of any purposes herein set forth, and to do every other act incidental thereto which is not prohibited by the laws of the State of Florida, or by the provisions of these Articles of Incorporation.

Article III - Capital Stock

This maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the corporation may be issued to anyone other than an individual who is duly licensed to practice mental health counseling in the State of Florida.

Article IV - Duration

The corporation shall have a perpetual existence.

Article V - Address and Agent

The street address of the principal and initial office of the corporation is 228 Brooks Street, SE, Suite "A", Fort Walton Beach, Florida 32548, and the name of its initial registered agent is

James G. Ates. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

Article VI - Directors

The corporation shall be managed by a Board of Directors of at least one (1) director. No person shall serve as a director of the corporation unless the person is duly licensed to practice mental health counseling. The director shall be elected by the shareholders of the corporation. The name and street address of each person who is to serve as a member of the initial board of directors is as follows:

James G. Ates
381 Santa Rosa Boulevard
Unit C-209
Ft. Walton Beach, Florida

Article VII - Subscribers

The name and address of the subscribers, who are the incorporators of this corporation, each of whom is duly licensed in the State of Florida to practice mental health counseling, are as follows:

James G. Ates
381 Santa Rosa Boulevard
Unit C-209
Ft. Walton Beach, Florida

Article VIII - Restrain on Alienation

No shareholder may sell or transfer his shares of the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

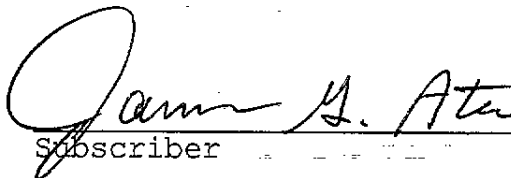
Article IX - Disqualification

If any officer, shareholder, agent, or employee of the corporation who has been rendering professional service to the public for the corporation becomes legally disqualified to render such professional services within Florida, or accepts employment which places restrictions or limitations upon his or her continued rendering of such professional services, then the corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interest in the corporation.

Article X - Amendment

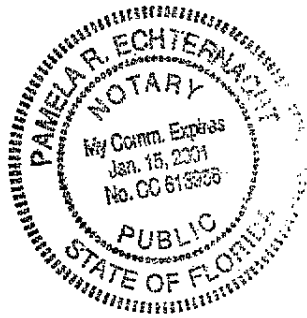
These Articles of Incorporation may be amended in a manner provided by law.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 21st day of July, 1999.


Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, personally appeared JAMES G. ATES, to me known to be the person described herein and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed. Witness my hand and official seal this 21st day of July, 1999, in the aforesaid county and state:



Pamela R. Echtermacht
Notary Public
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By: James G. Ates
JAMES G. ATES, Registered Agent

Prepared by:
WALTER J. SMITH
Smith, Grimsley, Bauman, Pinkerton
Petermann and Wells
Post Office Box 2379
Fort Walton Beach, FL 32549