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99 OCT 15 PM 3: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 415140 81517A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : October 15, 1999

ORDER TIME : 10:52 AM

ORDER NO. : 415140-005

000003016010--5

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL SCHULTZ CARTER &
FERRELL SCHULTZ CARTER &
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: STEPHANIE R. CARTER, PH.D,
P.A.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: *PH 10/15/99*

DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

99 OCT 15 PM 1:44

RECEIVED

ARTICLES OF INCORPORATION

OF

STEPHANIE R. CARTER, Ph.D., P.A.

FILED
99 OCT 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional association under Chapter 621 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: STEPHANIE R. CARTER, Ph.D., P.A.

The principal place of business of this corporation shall be Miami Center Suite 1920, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in psychological services or transact any other lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Miami Center Suite 1920, 201 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Ferrell Schultz Carter & Fertel, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Stephanie R. Carter, Ph.D.
Miami Center, Suite 1920
201 South Biscayne Boulevard
Miami, FL 33131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Angel M. Garcia-Oliver, Esq.
Miami Center, Suite 1920
201 South Biscayne Boulevard
Miami, FL 33131

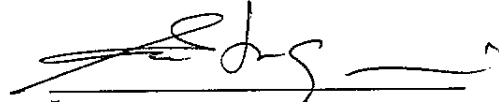
ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

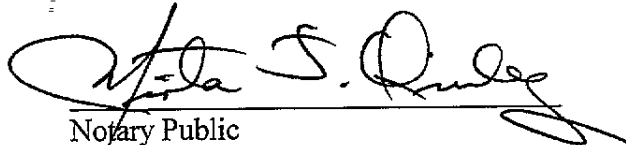
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of October, 1999.


Incorporator

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

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 14th day of October, 1999.


Notary Public
State of Florida at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
MIRTA J QUILEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC504132
MY COMMISSION EXP. OCT. 23, 1999

FILED
99 OCT 15 PM 3: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED

99 OCT 15 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Stephanie R. Carter, Ph.D., P.A.
2. The name of the Registered Agent and address of the Registered Office is:
Ferrell Schultz Carter & Fertel, P.A.
Miami Center, Suite 1920
201 South Biscayne Boulevard
Miami, FL 33131



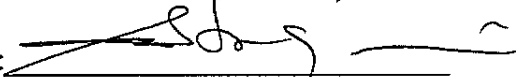
ANGEL M. GARCIA-OLIVER

Title: Incorporator

Date: October 14, 1999

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 that 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 obligation of my position as Registered Agent.

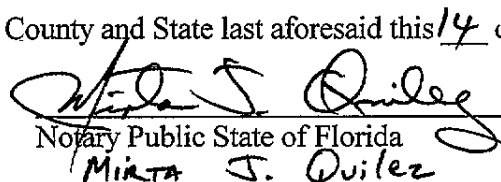
Ferrell Schultz Carter & Fertel, P.A.

By: 

Angel M. Garcia-Oliver, Esq.
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Angel M. Garcia-Oliver, to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of October, 1999.



Notary Public State of Florida

MIRTA J. Quilez

Printed Notary Signature

My Commission Expires:

