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FLORIDA PROFIT CORPORATION OR P.A.

THE COUNSELING AND PSYCHOLOGICAL GROWTH

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 1999

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SUBJECT: THE COUNSELING AND PSYCHOLOGICAL GROWTH INSTITUTE, P.A.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

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ARTICLES OF INCORPORATION
OF
THE COUNSELING AND PSYCHOLOGICAL GROWTH INSTITUTE, P.A.

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I — NAME

The name of the corporation shall be The Counseling and Psychological Growth Institute, P.A. whose principal office and mailing address shall be 7800 Red Road, suite 201, South Miami, FL. 33143. The Board of Directors may from time to time move the principal office to another location in Florida.

ARTICLE II — DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III — PURPOSE

The purpose of the corporation is to engage in any and all activities and/or transactions permitted under the laws of the United States and the State of Florida. The Professional Association shall specifically provide psychological services.

ARTICLE IV — STATED CAPITAL

The corporation is authorized to issue the following capital stock:

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Prepared by: Theodore R. Walters, Esq.
Florida Bar Number 985813
801 Brickell Avenue, Suite 700
Miami, Florida 33131-4945
Telephone: 305.530.0185

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<u>Number of Shares</u>	<u>Classification</u>	<u>Par Value</u>
1,000	Common	\$1.00

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V — INCORPORATOR

The name and address of the incorporator of the corporation is Dr. Liliana Wolf, 7800 Red Road, Suite 201, South Miami, FL. 33143.

ARTICLE VI — BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the bylaws, but shall not be less than one (1). The number of directors may be increased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation are:

Liliana Wolf, PhD. 515 Alminar Avenue, Coral Gables, FL 33146

ARTICLE VII — OFFICERS

The corporation shall have the officers as shall be determined by the bylaws or appointed by the Board of Directors in accordance with the bylaws of the corporation. The initial officers shall be as follows:

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Office

Name

Address

President / Secretary

Liliana Wolf, PhD

7800 Red Road, Suite 201.

S. Miami, FL. 33143

ARTICLE VIII — SHAREHOLDERS PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts.

ARTICLE IX — AMENDMENTS TO ARTICLES

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X — INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executed these Articles of Incorporation this 14th day of December 1999.


Liliana Wolf, PhD
Incorporator

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


Pursuant to the provisions of S 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 The Counseling and Psychological Growth Institute, P.A.
2. The name and address of the registered agent and office is:

Liliana Wolf, Ph.D.
7800 Red Road, Suite 201
South Miami, FL 33143


Liliana Wolf, Ph.D.
Date: December 10, 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 this capacity. I further agree to comply with the provisions of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Liliana Wolf, Ph.D.
Date: December 10, 1999

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