

Filing and License Fee: \$230.00 minimum

ID Number: 164734



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2007 MAY 15 AM 11:29
CORPORATIONS DIVISION

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is PSYCHOLOGICAL ASSOCIATES OF WARWICK INC.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 300 NO PAR VALUE

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

3. The address of the initial registered office of the corporation is 91 Friendship Street

(Street Address, not P.O. Box)

Providence, RI 02903
(City/Town) (Zip Code)

and the name of its initial registered agent

at such address is Thomas C. Plunkett, Esq.
(Name of Agent)

4. The corporation has the purpose of engaging in any lawful business, and shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

5. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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By [Signature] 987

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6. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

No stockholder shall sell his stock in said company until he shall have first in writing offered the same to the company at the lowest price which he is willing to accept therefor and the company shall have had ten (10) days to accept or reject such offer. In case said company shall reject said offer at the price demanded by the stockholder, he shall not sell the same to any other person or corporation for any less amount than the price at which said stock was offered to said company and they shall have a like opportunity to purchase or refuse the same; nor in any case shall he sell said stock at any price after sixty (60) days from the making of such offer to the company. The provisions of this Article shall not preclude any stockholder from making an inter vivos gift or testamentary disposition of his stock, or from entering into a contract with any person under which the stockholder may agree to make a testamentary disposition of his stock in favor of such person.

7. The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Barry Josephson | 889 Centerville Road, Warwick, RI 02886 |

8. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon filing

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

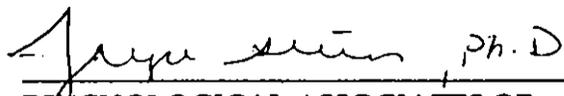
Date: May 15, 2007

Barry Josephson

Signature of each Incorporator

PSYCHOLOGICAL ASSOCIATES OF NEWPORT COUNTY INC. hereby
agrees that Dr. Barry Josephson may use the name PSYCHOLOGICAL ASSOCIATES
OF WARWICK INC. as the name for the corporation which he is forming.

President,



PSYCHOLOGICAL ASSOCIATES OF
NEWPORT COUNTY INC.

DATED: 6/11/07