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ID Number: 1103553



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 APR 20 PM 2:17

PROFESSIONAL SERVICE CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 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 The Center for Learning and Psychological Services, Inc.

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

2. The profession to be practiced through the professional service corporation is Psychology

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

(a) If only one class: Total number of shares 1,000

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:

4. The address of the initial registered office of the corporation is 47 Long Wharf Mall

(Street Address, not P.O. Box)

Newport

(City/Town)

, RI 02840

(Zip Code)

and the name of its initial registered agent

at such address is Eileen P. Hadfield, Esq.

(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

FILED

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By 023753

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

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8. The name and address of each incorporator is:

Name

Address

Eileen P. Hadfield

47 Long Wharf Mall, Newport, RI 02840

9. 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: 4/20/07

Green C. [Signature]

Signature of each Incorporator

MEMORANDUM OF INSURANCE		Date Issued: 03/19/2007		
Insured: The Center for Learning and Psychological Services 285 Corys Ln Portsmouth, RI 02871-1362		This memorandum is issued as a matter of information only and confers no rights upon the holder. This memorandum does not amend, extend or alter the coverages afforded by the policy and/or certificate listed below.		
Producer: Trust Risk Management Services, Inc. 181 W Madison St Ste 2900 Chicago, IL 60602-4643		Company Affording Coverage Ace American Insurance Company		
		Covered Person (Status) The Center for Learning and Psychological Ser	Owner X Employee	
This is to certify that the policy and/or certificate listed below has been issued to the insured named above for the policy and/or certificate period indicated, notwithstanding any requirement, term or condition of any contract or other document with respect to which this memorandum may be issued or may pertain. The insurance afforded by the policy and/or certificate described herein is subject to all terms, exclusions and conditions of such policy and/or certificate. The limits shown may have been reduced by paid claims.				
Type of Insurance	Policy and/or Certificate Number	Effective Date	Expiration Date	Limits
Professional Liability				Each incident \$ 1,000,000
Claims Made	58G2254262A	04/30/2006	04/30/2007	Annual aggregate \$ 4,000,000
Retro Date: 04/30/2006				
Memorandum Holder The Center for Learning and Psychological Services 285 Corys Ln Portsmouth, RI 02871-1362		SHOULD ANY OF THE ABOVE DESCRIBED POLICIES AND/OR CERTIFICATES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY ITS AGENTS OR REPRESENTATIVES.		
		Authorized Representative: 		