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ID Number: 144586



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Neuro Development Center, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To provide professional services in clinical psychology and neuro development

and any and all other lawful business authorized to be conducted under

Rhode Island General Law, as amended.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 2000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.):

Common, No Par Value

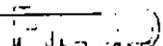
or

(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

NONE

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

NONE

7. The address of the initial registered office of the corporation is POORE & ROSENBAUM LLP; 30 Exchange Terrace
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Steven I. Rosenbaum, Esq.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is -0- and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Laurence M. Hirshberg, PhD.</u>	<u>260 W. Exchange St. Ste 302 Providence RI 02903</u>
<u>Secretary</u>	<u>Laurence M. Hirshberg, PhD.</u>	<u>260 W. Exchange St. Ste 302 Providence RI 02903</u>
<u>Treasurer</u>	<u>Laurence M. Hirshberg, PhD.</u>	<u>260 W. Exchange St. Ste 302 Providence RI 02903</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Steven I. Rosenbaum, Esq.</u>	<u>POORE & ROSENBAUM LLP; 30 Exchange Terrace</u> <u>Providence, RI 02903</u>

10. Date when corporate existence is to begin January 1, 2005
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 12/21/04

Steven Rosenbaum

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 21st day of December, 2004, personally appeared before me Steven I. Rosenbaum, Esq.

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Jennifer R. Crisp
Notary Public Jennifer R. Crisp
My Commission Expires: 09/06/05

MEMORANDUM OF INSURANCE	Date Issued: 12/14/2004
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Insured: Laurence Hirshberg 260 W Exchange St Ste 302 Providence, RI 02903-1000	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.
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Producer: Trust Risk Management Services, Inc.	Company Affording Coverage Ace American Insurance Company
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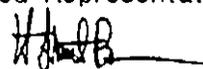
Covered Person (Status) Laurence M. Hirshberg	Owner X
	Employee

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	78G22199948	12/01/2004	12/01/2005	Annual aggregate	\$ 3,000,000

Retro Date: 12/01/1991

Memorandum Holder	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.
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	Authorized Representative: 
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