Pursuant to the laws of the state of Ohio in which this corporation is organized, and it bylaws, a meeting of the Directors of Mid-Ohio Psychological Services, Inc. was scheduled on December 13, 1994, at 5:00pm. No quorum of directors was present and no meeting was held. As evidenced by their signatures, the directors hereby waive any meeting notice that may be required.

The December, 1994, meeting was canceled.

_____	Yes/No	_____	Yes/No
Director	(vote)	Director	(vote)
_____	Yes/No	_____	Yes/No
Director	(vote)	Director	(vote)

Mid-Ohio Psychological Services, Inc.
Name of Corporation

Secretary

Date: December 13, 1994