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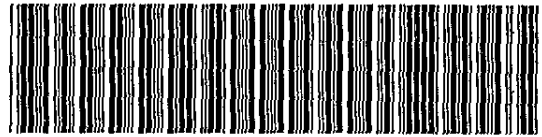
(Business Entity Name)

(Document Number)

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AND
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04 OCT - 8 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 10/16

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: North Florida Behavioral Health Partners, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen Ford
Name (Printed or typed)

240 Corporate Blvd.
Address

Norfolk VA 23502
City, State & Zip

757-459-5495
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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AND
FILED

04 OCT -8 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
NORTH FLORIDA BEHAVIORAL HEALTH PARTNERS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is North Florida Behavioral Health Partners, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is and the mailing address of the Corporation is 3014 North US 301, Suite 1000, Tampa, Florida 33619.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue five hundred (500) shares of class A common stock, One Cent (\$0.01) par value per share ("Class A Common"), and five hundred (500) shares of class B common stock, One Cent (\$0.01) par value per share ("Class B Common"), and five hundred (500) shares of series A preferred stock, One Cent (\$0.01) par value per share ("Series A Preferred"). Except as otherwise provided herein, the designation and number of shares of Class A Common and Class B Common and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such class and the qualifications, limitations and restrictions thereof shall be governed by the Act. The designation and number of shares of Series A Preferred and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series and the qualifications, limitations and restrictions thereof are as follows:

(A) Voting Rights

Series A Preferred shall be non-voting except with respect to matters relating solely to proposed modifications of the designation and number of shares thereof and the

voting and other powers, preferences and relative, participating, optional or other rights of Series A Preferred and the qualifications, limitations and restrictions thereof.

(B) Dividends

The holders of shares of Series A Preferred shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

(C) Liquidation, Dissolution or Winding Up

Upon any voluntary or otherwise liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of Common Stock, unless prior thereto, the holders of shares of Series A Preferred shall have received in the aggregate an amount equal to the original issuance price for the Series A Preferred less the aggregate amount of dividends distributed to such holders thereof by the Corporation (the "Liquidation Preference").

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Robert More
3014 N. US 301, Suite 1000
Tampa, Florida 33619

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have a total of six (6) directors, three (3) of which will be elected by the holders of Class A Common ("Class A Directors") and three (3) of which will be elected by the holders of Class B Common ("Class B Directors"). The holders of the shares electing such directors to the Board of Directors may remove the Directors at any time effective immediately upon written notice to the Corporation. The number of directors may not be increased or decreased without amending these Articles of Incorporation.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Rebecca H. White
240 Corporate Boulevard
Norfolk, Virginia 23502

ARTICLE VIII
INDEMNIFICATION

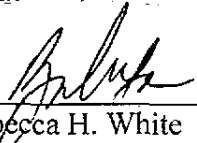
To the full extent that the Act, as it exists on the date hereof or may hereinafter be amended, permits the limitation or elimination of the liability of directors and officers, a director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages. If elimination of the liability is not permitted, the limitation of liability shall be (1) \$1.00 or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (2) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated.

The Corporation shall indemnify an individual made a party to a proceeding because he is or was a director or officer of the Corporation against liability incurred in the proceeding if he conducted himself in good faith, and he believed, in the case of his conduct in his official capacity with the Corporation, that his conduct was in its best interest; and in all other cases, that his conduct was at least not opposed to its best interests and in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The determination whether a director or officer has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification. The Corporation may not indemnify (1) in connection with a proceeding by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation, or (2) in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is party to a proceeding in advance of final disposition of the proceeding if (1) the director or officer furnishes the Corporation a written statement of his good faith belief that he has met the standard of conduct described herein, (2) the director or officer furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in the Act, as enacted and in effect on the date of these Articles of Incorporation, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person. Any amendment to or repeal of this Article Eighth shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal. Notwithstanding the foregoing, payments under this section with respect to a claim for indemnification shall be reduced to the extent the director or officer has not made reasonable efforts to reduce the amount of an indemnified loss by seeking contributions from other sources.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 07 day of Oct 2004.



Rebecca H. White
Incorporator

APPROVED
AND
FILED

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

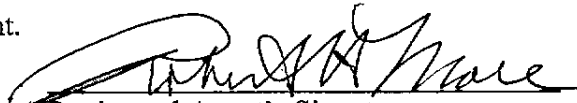
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 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 North Florida Behavioral Health Partners, Inc.
2. The name and address of the registered agent and office are:

Robert More
3014 N. US 301, Suite 1000
Tampa, Florida 33619

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 all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent's Signature

Dated: October 5, 2004