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9/30/97

FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BEHAVIORAL MEDICINE SERVICES OF SOUTH FLORIDA

AUDIT NUMBER.....H97000016179

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

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ARTICLES OF INCORPORATION

OF

BEHAVIORAL MEDICINE SERVICES OF SOUTH FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is BEHAVIORAL MEDICINE SERVICES OF SOUTH FLORIDA, INC..

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

3200 SW 60th Court, Suite 302, Miami, Florida 33155

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LINTNER & BHEAR
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 982-1555
FL Bar # 1102199

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EMPIRE CORPORATE KIT

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and the name and address of the initial registered agent of this corporation is:

Name	Address
Ronald R. Fieldstone, Esq.	200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
TREVOR RESNICK	3200 SW 60th Court, Suite 302, Miami, Florida 33155

ARTICLE VIII - INCORPORATOR

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

Name	Address
TREVOR RESNICK	3200 SW 60th Court, Suite 302, Miami, Florida 33155

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of Sept. 1977.

[Signature]

Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS.

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared TREVOR RESNICK, who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of Sept. 1977.

[Signature]

Notary Public, State of Florida

Notarial Seal:

RONALD M. FALLOTTA
NOTARY PUBLIC
MY COMMISSION # 0014451 EXPIRES
OCTOBER 8, 1977



Ronald M. FalloTTa
MY COMMISSION # 0014451 EXPIRES
OCTOBER 8, 1977
RONALD M. FALLOTTA, INC.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: **BEHAVIORAL MEDICINE SERVICES OF SOUTH FLORIDA, INC.**

2. The name and address of the registered agent and office is:

Ronald R. Fieldstone, Esq.
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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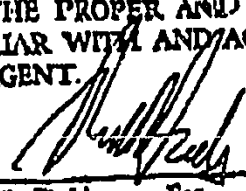
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TREVOR RESNICK
Title: Incorporator

Date: 9/29 1997

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.



Ronald R. Fieldstone, Esq.

Date: 9/29 1997.

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