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721283

November 6, 1998

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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-11/12/98--01048--004
*****35.00 *****35.00

Re: Articles of Amendment - The Harbor Behavioral Health Care Institute, Inc.

Dear Sir:

Enclosed is an original and a copy of the Articles of Amendment for the above corporation.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$35.00 is enclosed to cover the cost of same.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Yours truly,

THORNTON & TORRENCE, P.A.

Alfred W. Torrence, Jr.
Alfred W. Torrence, Jr., Esquire

by K.L.S.

Enclosure

f:\harbor\general\letter to state articles amendment

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amend
11-12-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE HARBOR BEHAVIORAL HEALTH CARE INSTITUTE, INC.

The Amended and Restated Articles of Incorporation of THE HARBOR BEHAVIORAL HEALTH CARE INSTITUTE, INC. shall be changed effective October 27,, 1998 to read as follows:

1. Article IX, as set forth in the Amended and Restated Articles of Incorporation, shall be revoked and substituted therefor shall be the following:

"ARTICLE IX: MEMBER

The member of this corporation shall be Behavioral Health Management Services, Inc., a Florida non-profit corporation. There will be no other members admitted into the membership."

2. Article VII, as set forth in the Amended and Restated Articles of Incorporation, shall be revoked and substituted therefor shall be the following:

"ARTICLE VII: AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The Board of Directors shall have power to adopt, alter and rescind the Articles of Incorporation by two-thirds (2/3) vote, with the approval of the Member Amendment to the By-laws shall be made as set forth therein.

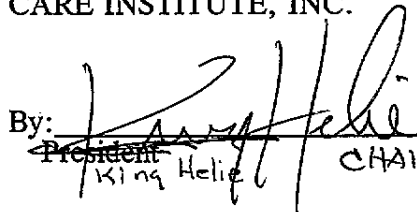
3. The foregoing Amendment was adopted by the Directors at their meeting of Oct 23, 1998. The number of votes cast was sufficient for approval. There was no member entitled to vote. All other Articles set forth in the Amended and Restated Articles of Incorporation are hereby confirmed and ratified.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Board of Directors have executed this Amendment to Amended and Restated Articles of Incorporation this 23 day of October, 1998.

ATTEST:

THE HARBOR BEHAVIORAL HEALTH
CARE INSTITUTE, INC.


Secretary

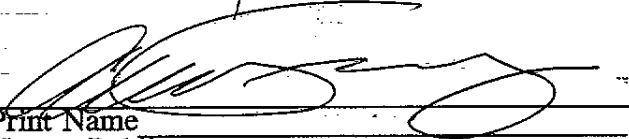
By: 
President
King Helie
CHAIRMAN

FILED
98 NOV 12 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, King Helie, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced _____ as identification and who did take an oath and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at New Port Richey, said County and State, this 23 day of Oct, 1998.



Print Name
Notary Public
My Commission Expires:

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