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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

CORPORATE ACCESS

SUBJECT: BEHAVIORAL HEALTHCARE CORPORATION
Ref. Number: W96000022968

Corrected
10/30/96
Please give file
Date 10/29
C.M.

We have received your document for BEHAVIORAL HEALTHCARE CORPORATION and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 096A00049820

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Michael E. Davis, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

Behavioral Healthcare Corporation
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware

was duly adopted on October 29, 1996

Be it resolved, that Behavioral Healthcare Corporation
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Behavioral Healthcare Corporation of Delaware for use in Florida.

Dated: October 29, 1996



Signature of either Chairman, Vice Chairman or any officer

Michael E. Davis, Vice President

Type or print name

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Behavioral Healthcare Corporation

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. December 28, 1993

(Date of Incorporation)

4. Perpetual

(Duration)

5. 62-1516830

(Federal Employer Identification number, if applicable)

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6. Upon Qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 102 Woodmont Boulevard, Suite 500, Nashville, TN 37205

(Current mailing address)

- (i) to own and/or operate private psychiatric hospitals and treatment centers;
(ii) to provide related behavioral healthcare services; and (iii) to engage in

8. any lawful act or activity for which a corporation may be organized in the State of Florida.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Director:	<u>Edward A. Stack</u>	<u>Russell L. Carson</u>
Chairman:		
Address:	<u>102 Woodmont Blvd., Suite 500</u>	<u>102 Woodmont Blvd., Suite 500</u>
	<u>Nashville, TN 37205</u>	<u>Nashville, TN 37205</u>

Director:	<u>Winfield C. Dunn</u>	<u>Richard H. Stove</u>
Vice-Chairman:		
Address:	<u>102 Woodmont Blvd., Suite 500</u>	<u>102 Woodmont Blvd., Suite 500</u>
	<u>Nashville, TN 37205</u>	<u>Nashville, TN 37205</u>

Director:	<u>Helen King Cummings</u>	<u>Howard C. Landis</u>
Address:	<u>102 Woodmont Blvd., Suite 500</u>	<u>102 Woodmont Blvd., Suite 500</u>
	<u>Nashville, TN 37205</u>	<u>Nashville, TN 37205</u>

Director:	<u>Jack O. Bovender, Jr.</u>	<u>Neil R. Anderson</u>
Address:	<u>102 Woodmont Blvd., Suite 500</u>	<u>102 Woodmont Blvd., Suite 500</u>
	<u>Nashville, TN 37205</u>	<u>Nashville, TN 37205</u>

1. WINGELL

President: Edward A. Stack
Address: 102 Woodmont Blvd., Suite 500
Nashville, TN 37205

Vice President: Michael E. Davis
Address: 102 Woodmont Blvd., Suite 500
Nashville, TN 37205

Secretary: Michael E. Davis
Address: 102 Woodmont Blvd., Suite 500
Nashville, TN 37205

Treasurer: Michael E. Davis
Address: 102 Woodmont Blvd., Suite 500
Nashville, TN 37205

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:


Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

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11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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:


(Officer)
Douglas W. Junker - Authorized Representative
(Type Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Michael E. Davis, Vice President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEHAVIORAL HEALTHCARE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

10-21-96