



H75699

ACCOUNT NO. : 072100000032

REFERENCE : 972844 5028257

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pigott

ORDER DATE : September 24, 1998

ORDER TIME : 11:05 AM

ORDER NO. : 972844-005

CUSTOMER NO: 5028257

CUSTOMER: Ms. Robin E. Graves
Magellan Health Services, Inc.
3414 Peachtree Rd., N.e.
Suite 1400
Atlanta, GA 30326

600002648216--0

ARTICLES OF MERGER

EFFECTIVE DATE
9-30-98

CHARTER HOSPITAL OF MIAMI, INC

INTO

CHARTER BAY HARBOR BEHAVIORAL
HEALTHY SYSTEM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Jre 9/25

FILED
98 SEP 24 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
98 SEP 24 PM 12:00
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CHARTER HOSPITAL OF MIAMI, INC., a Florida corporation, H23570

INTO

CHARTER BAY HARBOR BEHAVIORAL HEALTH SYSTEM, INC., a Florida
corporation, H75699.

File date: September 24, 1998 , effective September 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

EFFECTIVE DATE
9-30-98

FILED
98 SEP 24 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
CHARTER HOSPITAL OF MIAMI, INC.
INTO

CHARTER BAY HARBOR BEHAVIORAL HEALTH SYSTEM, INC.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the domestic corporations herein named do hereby submit the following articles of merger.

1. Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Charter Hospital of Miami, Inc. ("Charter Miami") with and into Charter Bay Harbor Behavioral Health System, Inc. ("Charter Bay Harbor"), as approved and adopted by written consent of the respective shareholders of Charter Miami and Charter Bay Harbor entitled to vote thereon given on September 22, 1998 in accordance with the provisions of Section 607.0704 of the Act.

2. Charter Bay Harbor will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Act.

3. The effective time and date of the Merger shall be 11:59 p.m. on September 30, 1998.

Executed on September 23, 1998.

CHARTER HOSPITAL OF MIAMI, INC.



D. Keith Brown
President

CHARTER BAY HARBOR BEHAVIORAL
HEALTH SYSTEM, INC.



D. Keith Brown
President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger ("Plan") adopted for Charter Hospital of Miami, Inc. ("Charter Miami") and Charter Bay Harbor Behavioral Health System, Inc. ("Charter Bay Harbor"), each a business corporation organized under the laws of the State of Florida, by resolution of each of their respective boards of directors on September 22, 1998.

1. Effective as of 11:59 p.m. on September 30, 1998 (the "Effective Time") pursuant to the provisions of the Florida Business Corporation Act (the "Act"), Charter Miami and Charter Bay Harbor shall be merged with and into a single corporation, to wit, Charter Bay Harbor (the "Merger"), which shall be the surviving corporation at the Effective Time and which shall continue to exist as said surviving corporation under its present name (the "Surviving Corporation"). The separate existence of Charter Miami (the "Non-Surviving Corporation") shall cease at the Effective Time in accordance with the provisions of the Act.

2. At the Effective Time, the present Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and said Articles of Incorporation and Bylaws shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

3. At the Effective Time, the directors and officers in office of the Surviving Corporation shall be the members of the first board of directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

4. At the Effective Time, the issued shares of the Non-Surviving Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefor. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Time shall continue to represent one issued share of the Surviving Corporation.

5. The Plan herein made and approved shall be submitted to the respective shareholders of the Non-Surviving Corporation and the Surviving Corporation for their approval or rejection, and the Merger shall be authorized in the manner prescribed by the provisions of the Act.

6. In the event that the Plan shall have been approved by the respective shareholders entitled to vote of the Non-Surviving Corporation and the Surviving Corporation in the manner prescribed by the Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and file and/or recorded any document or documents

prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

7. The board of directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger.