

CORPORATE
ACCESS
INC.

238 E. 6th Avenue Tallahassee, Florida 32302

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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LC/Amend.

1.) Seawinds Healthcare Services, L.L.C.
(CORPORATE NAME & DOCUMENT #)

L-2041

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATE INC.
TALLAHASSEE, FLORIDA

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SPECIAL INSTRUCTIONS

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SEAWINDS HEALTHCARE SERVICES, L.L.C.**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, SEAWINDS HEALTHCARE SERVICES, L.L.C. (the "Company"), through the action of the undersigned Members, hereby amends and restates the original Articles of Organization, filed on February 23, 2000 with the Florida Department of State, to read in their entirety as follows:

ARTICLE I. COMPANY NAME

The name of this Company is:

SEAWINDS HEALTHCARE SERVICES, L.L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

651 N.E. 88th Terrace
Miami Shores, Florida 33138

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

651 N.E. 88th Terrace
Miami Shores, Florida 33138

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

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ARTICLE V. MANAGEMENT

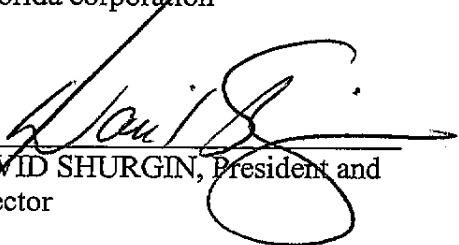
The Company is to be managed by one or more managers and is, therefore, a *manager-managed* company.

IN WITNESS WHEREOF, the undersigned members (constituting all of the members of the Company) have executed the foregoing Amended and Restated Articles of Organization as of the 1 day of May, 2000.

PREMIER ADVISORY SERVICES, INC.
a Florida corporation

By: 
JONATHAN HUTTNER, President
and Director

CRS HEALTHCARE, INC.
a Florida corporation

By: 
DAVID SHURGIN, President and
Director

OUTPATIENT CARE CENTER, INC.
a Florida corporation

By: 
MOHAMED IBRAHIM, President
and Director

J.R. BEHAVIORAL SERVICES, INC.
a Florida corporation

By: 
AGOP RUSTEMOGLU, President
and Director

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of SEAWINDS HEALTHCARE SERVICES, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT
CORPORATION

By: Michael Kosnitzky
Michael Kosnitzky, President

Dated: May 1, 2000

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