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Law Offices

REX P. COWAN

POST OFFICE BOX 857
WINTER HAVEN, FLORIDA 33882-0857

505 AVENUE A, NE (SUITE 200)
WINTER HAVEN, FLORIDA 33881

TELEPHONE: (863) 294-9433
TELECOPIER: (863) 299-2384
E-MAIL: lofrpc@worldnet.att.net

July 3, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100006232061--8
-07/05/02--01081--001
***125.00 ***125.00

In Re: Behavior Specialists, L.L.C.

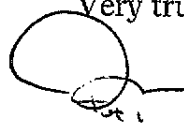
Gentlemen:

Enclosed herewith please find original and one copy of Articles of Organization and Certificate of Designation, together with my check in the amount of \$125.00.

It would be appreciated if you would please file the Articles and return the copy to me with your Certificate in the self-addressed stamped envelope enclosed.

Thanking you for your usual kind, courteous and prompt consideration, I am

Very truly yours,



Rex P. Cowan

RPC:mjg
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
BEHAVIOR SPECIALISTS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 Florida Statutes, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **BEHAVIOR SPECIALISTS, L.L.C.** [the "Company"].

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company are: a) Street address -- 909 Sunshine Way, Winter Haven, Florida 33880; and, b) Mailing address -- Post Office Box 10435, Winter Haven, Florida 33881-9998.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Articles of Organization or in its Regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida are: Linda A. Peterson, 909 Sunshine Way, Winter Haven, Florida 33880.

ARTICLE V - CAPITAL CONTRIBUTIONS

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLE VI - ADDITIONAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members or as provided in its Regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in its Regulations, no additional Members shall be admitted to the Company except with the written consent of all the Members entitled to cast at least Seventy Five Percent (75%) of the total number of votes entitled to be cast by all Members of the Company and on such terms and conditions as shall be determined by the Company. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all of the Members of the Company, other than the Member proposing to dispose of its interest, approve of the proposed transfer by written consent.

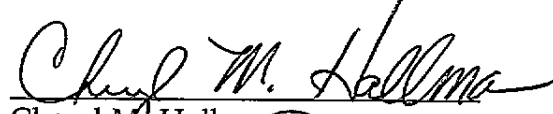
ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or the Manager, or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by vote of the remaining Members of the Company entitled to cast at least Seventy Five Percent (75%) of the total number of votes entitled to be cast by all of such remaining Members.

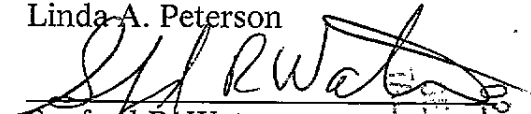
ARTICLE IX - MANAGEMENT

The Company shall be managed by a Manager in accordance with Regulations adopted by the Members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the operation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the Initial Manager of the Company are: Linda A. Peterson, 909 Sunshine Way, Winter Haven, Florida 33880.

IN WITNESS WHEREOF, the undersigned Organizers have made and subscribed these Articles of Organization at Winter Haven, Polk County, Florida, on the 31st day of July, 2001.


Cheryl M. Hallman


Linda A. Peterson


Sanford R. Waters

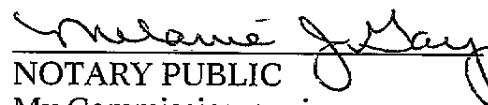
ORGANIZERS

STATE OF FLORIDA
COUNTY OF POLK

SWORN to and subscribed before me on this 3rd day of July, 2002, by Cheryl M. Hallman; Linda A. Peterson; and, Sanford R. Waters, ~~who are personally known to me~~ or who produced _____ as identification.



Melanie J. Gay
MY COMMISSION # CC913514 EXPIRES
March 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission expires:

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POLK COUNTY, FLORIDA

SCHEDULE "A"
(Capital Contributions to the Company)

| | <u>Member</u> | <u>Contribution</u> |
|----|-------------------|---------------------|
| 1. | Cheryl M. Hallman | \$ 250.00 |
| 2. | Linda A. Peterson | \$ 250.00 |
| 3. | Sanford R. Waters | \$ 250.00 |

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

Under the provisions of Sections 608.415 or 608.507 Florida Statutes, **BEHAVIOR SPECIALISTS, L.L.C.** submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is: **BEHAVIOR SPECIALISTS, L.L.C.**

2. The name and street address of the Registered Agent in Florida are:


Linda A. Peterson
909 Sunshine Way
Winter Haven, Florida 33880

The undersigned, being the person named in the Articles of Organization of BEHAVIOR SPECIALISTS, L.L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, accepts appointment as Registered Agent, and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.


Linda A. Peterson
Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

SWORN to and subscribed before me this 3rd day of July, 2002, by Linda A. Peterson, who is personally known by me or who produced _____ as identification.


NOTARY PUBLIC
My Commission expires: