

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9070
904-222-0193 FAX

800-142-8086



1950000262

ACCOUNT NO. : 072100000032

REFERENCE : 569412 86901Q

AUTHORIZATION :

COST LIMIT : \$ 390.00

Patricia Pugh

ORDER DATE : March 31, 1995

ORDER TIME : 11:45 AM

ORDER NO. : 569412

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Hardin - 86901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: ALLIANCE FOR BEHAVIORAL CARE,
L.C.

XX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

FILED
95 MAR 31 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

195A00014862

ARTICLES OF ORGANIZATION
OF
ALLIANCE FOR BEHAVIORAL CARE, L.C.

FILED
95 MAR 31 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be Alliance for Behavioral Care, L.C. (the "Company"). The mailing address and the street address of the principal office of Company in Florida shall be 1144 S.E. Third Avenue, Ft. Lauderdale, Florida, 33316.

ARTICLE II. DURATION

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

ARTICLE III. PURPOSES AND POWERS

The general purposes for which the Company is organized are to facilitate the mental healthcare practices of its members, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Steven K. Baird, Kelley Drye & Warren, Suite 2400, 201 South Biscayne Blvd., Miami, Florida 33131.

ARTICLE V. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. 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 the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX. MANAGEMENT

The management of the Company shall be reserved to the members, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Joel Kimmel	Alliance for Behavioral Care 1144 S.E. Third Avenue Fort Lauderdale, Florida 33316
Marlene Uchin	Alliance for Behavioral Care 1144 S.E. Third Avenue Fort Lauderdale, Florida 33316
Hilda F. Besner	Alliance for Behavioral Care 1144 S.E. Third Avenue Fort Lauderdale, Florida 33316
David Burkehead	Alliance for Behavioral Care 1144 S.E. Third Avenue Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Ft. Lauderdale, Florida, for the foregoing uses and purposes this 30th day of March, 1995.

Hilda F. Besner
Hilda F. Besner

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME personally appeared Hilda F. Besner, known to me to be an organizer of the above limited liability company or who has produced _____ (type of identification) as identification and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 30th day of March, 1995.



"OFFICIAL SEAL"
Cheryn Benenfeld
My Commission Expires 5/17/98
Commission #CC 372940

Cheryn Benenfeld

Notary Public, State of Florida
Commission No. _____
My Commission expires _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Alliance for Behavioral Care, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.

STEVEN K. DAIRD, Registered Agent

Steven K. Baird

MIA/DAIRS/DAIRS/171671.31 (N/KDW)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
IN ALLIANCE FOR BEHAVIORAL CARE, L.C.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Hilda F. Besner, who being by me first duly sworn, on oath, deposes and says as follows that:

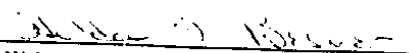
She is one of the managing members of Alliance for Behavioral Care, L.C., a Florida limited liability company (the "Company") that has at least two members and has reserved management to the members.

The members of the Company, along with their respective projected maximum capital contributions and percentage interests, are as follows:

<u>Member</u>	<u>Contribution</u>	<u>Percentage</u>
Hilda F. Besner	\$2,500	5.56%
Adele Besner	\$2,500	5.56%
Fort Lauderdale Counseling Center, Inc.	\$5,000	11.11%
William Grady Ryan	\$2,500	5.56%
Marlene N. Uchin	\$2,500	5.56%
David F. Burkehead, Ph.D., P.A.	\$5,000	11.11%
William A. Love, Jr., Ph.D., P.A.	\$5,000	11.11%
New Life Counseling Center Inc.	\$5,000	11.11%
Joel I. Kimmel	\$5,000	11.11%
Harvey J. Broman, Ph.D., P.A.	\$5,000	11.11%
Alternative Family Care Systems, Inc.	\$5,000	11.11%
Total maximum projected	\$45,000	100%

To date, the members have proportionately contributed approximately 25% of their maximum projected capital contributions as set forth above.

FURTHER AFFIANT sayeth not.


Hilda F. Besner

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of March, 1995
by Hilda F. Besner who is known to me or has produced the following type of identification:

Notary Public, State of Florida at Large

Printed Name of Notary Public

Commission No. _____

Commission Expires _____



"OFFICIAL SEAL"
Choryn Benenfold
My Commission Expires 5/17/98
Commission #CC 372940

Choryn Benenfold

MIA/DAIRS/DAIRS/171675.51 (N/KD/W)