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August 23, 2000

VIA FEDERAL EXPRESS

Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Community Care of Central Florida, Inc.

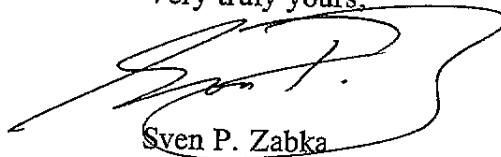
Dear Madam or Sir:

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*****70.00 *****70.00

In accordance with the provisions of Sections 617.01201 and 617.0203 of the Florida Not For Profit Corporation Act, as amended, enclosed please find the following documents pertaining to the incorporation of Community Care of Central Florida, Inc.:

- (1) Check in the amount of \$70.00 payable to the Department of State of Florida representing the filing fee; and
- (3) Executed original and one exact or conformed copy of the Articles of Incorporation.

Very truly yours,



Sven P. Zabka

Enclosures

cc: Stanley G. Brading, Jr., Esq.
Lawrence M. Butler

FILED
00 AUG 24 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORP/730139

T BROWN AUG 29 2000

ARTICLES OF INCORPORATION
FOR
COMMUNITY CARE OF CENTRAL FLORIDA, INC.
a Florida Not For Profit Corporation With Members

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1.

The corporate name for the Corporation is:

Community Care of Central Florida, Inc.

2.

The street address of the Corporation's initial registered office is:

1200 South Pine Island Road
Plantation, Florida 33324

and the name of its initial registered agent at that office is:

CT Corporation System

3.

The name and address of each incorporator is:

Sven P. Zabka
Suite 3100, Promenade II
1230 Peachtree St., N.E.
Atlanta, GA 30309-3592

4.

The name and address of each member of the Corporation's initial board of directors is:

Lawrence M. Butler
1902 Macy Drive
Roswell, Georgia 30076

Anthony Cobourn
1902 Macy Drive
Roswell, Georgia 30076

David Randall, Esq.
1902 Macy Drive
Roswell, Georgia 30076

5.

Metro Health Foundation, Inc. will be the Corporation's sole member.

6.

The address of the initial principal office of the Corporation and the mailing address of the Corporation is:

1902 Macy Drive
Roswell, Georgia 30076

7.

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act, as it may be amended from time to time (the "Act").

8.

Except to the extent required by the Act, no director shall have personal liability to the Corporation or its members, if any, for monetary damages for breach of duty of care or other duty as a director. No repeal or amendment of this Article 8, nor the adoption of any Article inconsistent with this Article shall eliminate or reduce retroactively the effect of this Article. If the Act is amended hereafter to provide for further limitations on director's liability, then such further limitations shall be incorporated herein by reference, without the necessity of amending these Articles of Incorporation in order to list them.

9.

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (the "Code").

No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent that it would not be granted or lose an exemption from federal income tax under

Section 501(c)(3) of the Code, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)").

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

10.

The Corporation shall be managed, its affairs regulated, and indemnity provided to its members, officers and directors as provided in its Bylaws.

The number, term, qualifications, and method of electing the Corporation's directors and the directors' authority are set-out in its Bylaws.

The method of amending the Bylaws is set-out in the Bylaws.

11.

The Corporation may not make any distribution to any organization other than an organization which is exempt from income taxes pursuant to Section 501(c)(3) and which is described as eligible to receive "charitable contributions" under Section 170(c) of the Code or corresponding provision of any future Federal tax law.

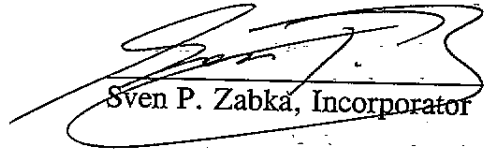
12.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, of the county in which the principal office of the organization is then located, exclusively for such purposes.

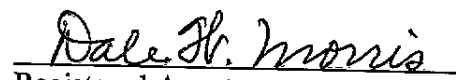
13.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this
___ day of August, 2000.


Sven P. Zabka, Incorporator

Having been named as registered agent to accept service of process for the Corporation
at the placed designated in these Articles, I am familiar with and accept the appointment as
registered agent and agree to act in this capacity.


Registered Agent

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00 AUG 24 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA