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TRANSMITTAL LETTER

December 8, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 DEC 11 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: The Odyssey Foundation, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,

Mark M. Grieco

Mark M. Grieco

enclosures

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ARTICLES OF INCORPORATION
OF
THE ODYSSEY FOUNDATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be The Odyssey Foundation, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 11062 S. Military Trail, PMB 410, Boynton Beach, FL 33436.

ARTICLE III: PURPOSE

The purpose of the corporation is to: PSYCHOTHERAPY & EDUCATION
OF FEMALE ADOLESCENTS IN RESIDENTS.

ARTICLE IV: APPOINTMENT OF DIRECTORS

The method and manner of appointment of directors for the corporation shall be stated in the bylaws of the corporation.

ARTICLE V: CORPORATE POWERS

The corporation shall be able to exercise all powers which are authorized under the Florida Statutes.

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Mark M. Grieco, Esq. and the address shall be 3109 45th Street, West Palm Beach, FL 33407.

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is as follows: Ellyn Feldman and the address is 11062 S. Military Trail, PMB 410, Boynton Beach, FL 33436.

ARTICLE VIII: INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI: NOT FOR PROFIT CORPORATION

This corporation shall be formed as a not for profit corporation. It shall have all the rights and duties that shall be pertaining to such a corporation.

The undersigned has executed these Articles of Incorporation this 4 day of December, 2000.

[Signature]
Signature/Title

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ELLYN FELDMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 4th day of DECEMBER, 2000.

(NOTARY SEAL)

[Signature: Evelyn P. Colon]
Notary Public
State of Florida
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the limited liability company is: The Odyssey Foundation, Inc.
2. The name and address of the registered agent and office is:

Mark M. Grieco, Esq.
3109 45th Street
West Palm Beach, FL 33407

Signature



Title:

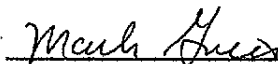
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Date:

12/4/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature



Date:

12-2-00

FILED
00 DEC 11 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA