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NO/000000394-8
May 30, 2001

Secretary of State
Bureau of Corporate Records
Attn: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: STAR Behavioral Health Services, Inc.
Effective Date: Date of Filing

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-06/01/01--01039--008
*****70.00 *****70.00

Dear Sir or Madam:

In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of STAR Behavioral Health Services, Inc., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,

Jeffrey M. Koltun

UMK:kk

Enclosures

cc: Deborah J. Smith, Psy.D.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
STAR BEHAVIORAL HEALTH SERVICES, INC.**

The undersigned, acting as incorporator of the Corporation pursuant to Chapter 617 of the *Florida Statutes*, hereby forms a corporation pursuant to the Florida Not For Profit Corporation Act and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be STAR Behavioral Health Services, Inc.

**ARTICLE II - STREET ADDRESS AND
MAILING ADDRESS OF PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the Corporation is 711 Ballard Street, Altamonte Springs, Florida 32701.

ARTICLE III - PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, engaging in psychological and mental health counseling.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

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compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV - DIRECTORS

The Board of Directors of the Corporation shall be elected in the manner and method provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 711 Ballard Street, Altamonte Springs, Florida 32701. The name of the registered agent of the Corporation at that address is Deborah J. Smith. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or restated in accordance with the provisions of Chapter 617 of the *Florida Statutes*.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person."

ARTICLE IX - INCORPORATOR

The following is the name and address of the incorporator of this Corporation:

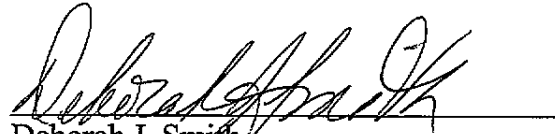
Name

Address

Deborah J. Smith

711 Ballard Street
Altamonte Springs, Florida 32701

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 24, 2001.


Deborah J. Smith


CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the undersigned corporation, 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 corporation is STAR Behavioral Health Services, Inc.
2. The name and address of the registered agent and office is Deborah J. Smith, 711 Ballard Street, Altamonte Springs, Florida 32701.

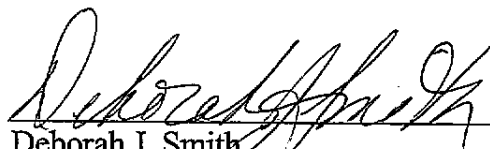
DATED May 24, 2001.


Deborah J. Smith, President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED May 24, 2001.


Deborah J. Smith

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