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Leslie Howard Berger, J.D.
ATTORNEY AT LAW

2213 NORTH UNIVERSITY DRIVE
PEMBROKE PINES
HOLLYWOOD, FLORIDA 33024-3677

OFFICE: (954) 962-9622
FAX (954) 962-9624

October 29, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: TANDEM HEALTH AND BEHAVIORAL DIMENSIONS, INC.

Dear Sir:

In connection with the above-captioned corporation, I enclose herewith the original and a copy of the Articles of Incorporation, together with my check for \$70.00 representing the cost of filing.

Please send a copy of the filed articles to the undersigned.

Thank you for your kind attention to this matter.

Very truly yours,



LESLIE HOWARD BERGER, J.D.

LHB/dr
enc.

**ARTICLES OF INCORPORATION
OF
TANDEM HEALTH AND BEHAVIORAL DIMENSIONS, INC.
(A not for profit Corporation)**

ARTICLE I—NAME

The name of this corporation is TANDEM HEALTH AND BEHAVIORAL DIMENSIONS, INC., a not for profit corporation.

ARTICLE II—PRINCIPAL OFFICE

The initial office of this corporation shall be:
c/o Barbara Stachowiak
5220 S.W. 101 Av.
Cooper City, FL. 33328

ARTICLE III—PURPOSE

This Corporation shall be organized for all lawful purposes to deliver and provide an array of personalized health and behavioral supports to people with special needs and their families, which will enable them to live in and enjoy their communities.

ARTICLE IV—QUALIFICATION OF MEMBERS

As determined by the By-Laws.

ARTICLE V—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is The Law Offices of Leslie Howard Berger, 2213 North University Drive, Pembroke Pines, Fl. 33024, and the registered agent is Attorney Gilbert K. Squires.

ARTICLE VI—INCORPORATORS

The names and addresses of the incorporators signing these articles follow:

Renetta Bullard
1040 Sandalwood Lane
Weston, FL. 33326

Virginia Seidler
2112 S.W. 81st Way
Davie, FL. 33324

Fay Decker
10311 N.W. 18 Dr.
Plantation, FL. 33322

Barbara Stachowiak
5220 S.W. 101 Av.
Cooper City, FL. 33328

Tracy Seawright
1208 N.E. 10th Av.
Ft. Lauderdale, FL. 33304

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ARTICLE VII—INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors constituted by five (5) Directors, which may change according to the By-Laws, but shall never be less than three (3). Their names and addresses follow:

Renetta Bullard
1040 Sandalwood Lane
Weston, FL. 33326

Fay Decker
10311 N.W. 18 Dr.
Plantation, FL. 33322

Tracy Seawright
1208 N.E. 10th Av.
Ft. Lauderdale, FL. 33304

Virginia Seidler
2112 S.W. 81st Way
Davie, FL. 33324

Barbara Stachowiak
5220 S.W. 101 Av.
Cooper City, FL. 33328

ARTICLE VIII—ELECTION OF BOARD OF DIRECTORS

The Board of Directors shall be elected by the membership at each annual meeting of the members and according to the By-Laws.

ARTICLE IX—OFFICERS

Its Officers, who shall be elected at the first organizational meeting and at each annual meeting thereafter by the Board of Directors, shall manage the affairs of the corporation. The Officers shall serve for the duration of their yearly elected term or as otherwise determined in the By-Laws, but in no event they shall serve more than one year, unless re-elected at the respective annual meeting of the Board of Directors. There shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

ARTICLE X—BY-LAWS

The corporation's By-Laws shall be adopted by the membership at the first organizational meeting. These By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting with the prior approval of the Board of Directors, unless the proposed amendment, supplement, or modification is filed with the corporation's Secretary no less than ten (10) days before the membership meeting at which the amendment, supplement, or modification will be voted on.

**ARTICLES OF INCORPORATION
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(A not for profit Corporation)**

ARTICLE XI—AMENDMENTS

Amendments to these Articles may be proposed by any member or Director, and shall be adopted as provided for in Article X. The Amendment(s) shall be effective when a copy thereof, together with an attached certificate of approval, sealed with the Corporate Seal, signed by the Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees are paid.

ARTICLE XII—STOCK ISSUE

This corporation shall not issue any shares of stock of any kind or nature whatsoever.

ARTICLE XIII—REVENUE

No part of the 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 shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. However, the corporation may pay its members, Directors, Officers, or other private persons for the reasonable value of services they provide the corporation pursuant to Article III hereof. If in any given year there are excess receipts over disbursements as a result of acting according to the purposes set forth in Article III hereof, such excess shall be retained in the corporation's accounts for the sole purpose of applying them to future expenses.

ARTICLE XIV—LOBBYING AND POLITICAL ACTIVITY

The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other prohibited activities to:

- (a) a corporation exempt from Federal Income Tax under §501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

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(b) a corporation, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law).


ARTICLE XV—DISSOLUTION

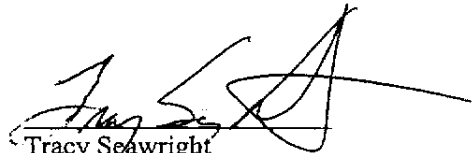
The corporation shall be perpetual, unless dissolved according to this Article XV. Upon the voluntary dissolution of the corporation, the Board of Directors, shall after paying or making provisions for payment of all the corporation's liabilities, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under §501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law), as the Board of Directors shall determine. 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 located, exclusively for such purposes or to such organization or organizations, as the Circuit Court shall determine, which is or are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the date of signing

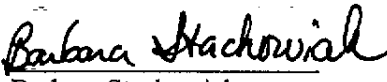
Dated: October 28, 2002


Renetta Bullard
Incorporator

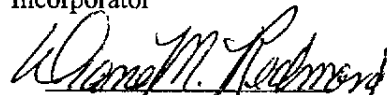

Fay Decker
Incorporator


Tracy Seawright
Incorporator


Virginia Seidler
Incorporator


Barbara Stachowiak
Incorporator

State of Florida
County of Broward
Sworn and Subscribed before me:


Notary

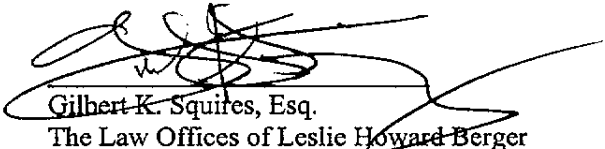
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Type: FL DRIVERS
LICENSES

**CERTIFICATE DESIGNATING INITIAL PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS
AND
REGISTERED AGENT**

In compliance with §607.0501 F.S., the following is submitted:

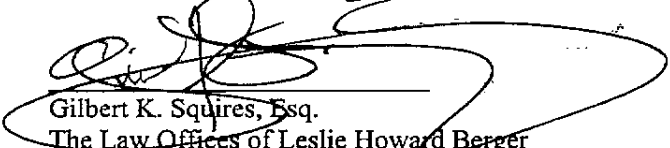
TANDEM HEALTH AND BEHAVIORAL DIMENSIONS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Attorney Gilbert K. Squires with offices at The Law Offices of Leslie Howard Berger, 2213 North University Drive, Pembroke Pines, FL. 33024, as its agent to accept service of process within Florida.

Dated: 16 Oct. '02


Gilbert K. Squires, Esq.
The Law Offices of Leslie Howard Berger
2213 North University Drive
Pembroke Pines, FL. 33024

Having been named to accept service of process for the above Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Laws and Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 16 Oct. '02


Gilbert K. Squires, Esq.
The Law Offices of Leslie Howard Berger
2213 North University Drive
Pembroke Pines, FL. 33024

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