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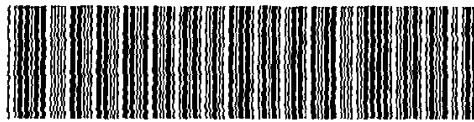
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ARTICLES OF INCORPORATION

OF

**FAMILY ASSESSMENT CENTER AND EDUCATION SERVICES, INC.
(A Not-For-Profit Corporation)**

The undersigned, acting as Incorporator of the **FAMILY ASSESSMENT CENTER AND EDUCATION SERVICES, INC.**, a Florida corporation organized under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be the **FAMILY ASSESSMENT CENTER AND EDUCATION SERVICES, INC.** The address and principal office of the Corporation shall be located at 848 Brickell Avenue, Suite 1220, Miami, Florida 33131.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The charitable purposes, which the Corporation will seek to advance, include the interests of families in our vast and culturally diverse communities. The Corporations shall strive to offer a variety of mental health services that will empower families to sustain the complexities of the ever changing faces of families today. The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

The Corporation shall strive to facilitate and support the mental health needs of individuals of all ages; encourage individuals and their families to live, work and participate in their communities in a more healthy and productive manner; collaborate with private and public entities in developing prevention programs that focus on general populations and vulnerable risk groups; educate families and communities about mental health for an integrated, holistic view of biopsychosocial health of individuals; structure services to meet the needs of families with limited resources and develop a comprehensive system of care that will encompass individuals, their families and services for continuity of care and maintenance.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on

propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCORPORATOR

The name of the Incorporator of this Corporation is Marianella Valera, and the business address of said Incorporator is 848 Brickell Avenue, Suite 1220, Miami, Florida 33131.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The Board of Directors and Officers shall be elected as set forth in the By-Laws.

ARTICLE IX

BYLAWS

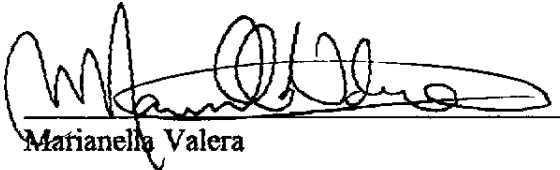
Bylaws shall be adopted, altered, amended or repealed by the President of the Corporation. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 848 Brickell Avenue, Suite 1220, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is Marianella Valera.

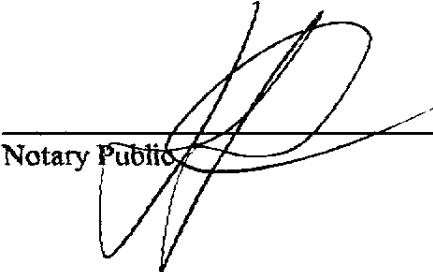
IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 22nd day of March 2006.


Marianella Valera

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Marianella Valera, who is personally known to me.

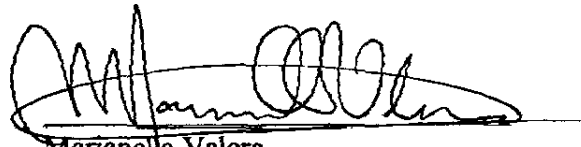
WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of March, 2006.


Notary Public

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Marianella Valera, hereby accept the appointment as the registered agent of Family Assessment Center and Education Services, Inc.

Dated: March 22nd 2006


Marianella Valera

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