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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: OPTIMACRE, INC.

FAX AUDIT NUMBER: H960000006165

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 2, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: OPTIMACARE, INC.
REF: W96000009375

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Loria Poole
Corporate Specialist

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ARTICLES OF INCORPORATION
OF
OPTIMACARE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

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ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the corporation shall be: OPTIMACARE, INC.,
located at 4740 North S.R. 7, Suite 201, Ft. Lauderdale, Florida
33319.

ARTICLE II
TERM OF EXISTENCE

The term of this Corporation shall commence with the filing
of these Articles of Incorporation. The Corporation shall exist
perpetually unless dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which this Corporation is organized are:

1. To promote the public awareness and confidence in
behavioral healthcare.
2. To provide an organized structure at the local and
state level to provide behavioral healthcare services.
3. To conduct educational programs.
4. To provide a means of communication between the
Corporation and local groups.
5. To transact any or all lawful business for which
corporations may be incorporated under Chapter 617,
Florida Statutes.

ARTICLE IV
NO MEMBERSHIP

This Corporation shall have no members.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
Corporation in the State of Florida shall be: 7162 Nob Hill Road

HAROLD E. KAPLAN, ESQ.
FLORIDA BAR NO. 0655449
7162 NOB HILL ROAD
TAMARAC, FLORIDA 33321
954-345-6338

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Fort Lauderdale, FL 33321.

The name of the initial registered agent of this Corporation at that address shall be: Harold E. Kaplan, Esq., 7162 Nob Hill Road, Fort Lauderdale, FL 33321.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have ten (10) Directors initially. The Directors shall be elected as stated in the Bylaws. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation. The names and street addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Street Address</u>
HILDA BESNER	1144 SE 3 rd Avenue Fort Lauderdale, FL 33316
DAVID FREEDMAN	18441 NW 2 nd Avenue Suite 21B Miami, FL 33169
TIMOTHY IVERSON	819 NE 26 th Street Wilton Manors, FL 33305
JANET COHEN	730 NE 4 th Avenue Fort Lauderdale, FL 33304
LAURA LEVY	333 SW 28 th Street Fort Lauderdale, FL 33315
DENISE MUNIZ	3661 W. Oakland Park Blvd. Suite 200 Lauderdale Lakes, FL 33311
BARBARA MYRICK	1038 NE 4 th Avenue Fort Lauderdale, FL 33304
JOHN SZIVOS	4740 N. State Road 7 Suite 210 Fort Lauderdale, FL 33319

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BRUCE WALLIN

3830 SW 2nd Court
Fort Lauderdale, FL 33305
840 SW 01st Avenue
N. Lauderdale, FL 33068

DARDARA WEINSTEIN

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator signing these Articles of Incorporation is as follows: Harold E. Kaplan, Esq., 7162 Nob Hill Road, Fort Lauderdale, FL 33321.

**ARTICLE VIII
ACTIVITIES**

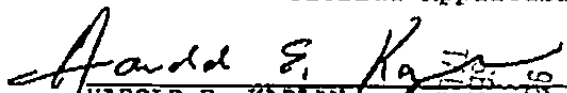
Notwithstanding any other provision of the Articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE IX
SIGNATURE OF INCORPORATOR,
ACCEPTANCE OF REGISTERED AGENT**

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Fort Lauderdale, Florida, for the uses and purposes aforesaid, this 29th day of April, 1996.


HAROLD E. KAPLAN, Incorporator

Having been named as the registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida Applicable thereto.


HAROLD E. KAPLAN,
Registered Agent

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