

f j r. business services, inc.

12651 South Dixie Highway
Suite 209, South Park Centre
Miami, Florida 33156-5975

Tel: (305) 254-4555
Fax: (305) 254-0505

N97000006702

November 19, 1997

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

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-11/24/97--01126--014
****122.50 ****122.50

Re: Programs for Comprehensive Substance Abuse Rehabilitation, Inc.

On behalf of our client, we are forwarding the following:

1. Articles of Incorporation
2. Our check in the amount of \$ 122.50

Please process the Articles of Incorporation and return the filing acknowledgement to:

F.J.R. Business Services, Inc.
Attention: James Riegler
12651 South Dixie Highway
South Park Centre, Suite 209
Coral Gables, Florida 33156-5975

Thank your for your kind assistance.

James GAVE
AUTHORIZATION BY PHONE TO
CORRECT prin office
DATE 12-2-97
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DIVISION OF
CORPORATIONS
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STATE OF FLORIDA

COUNTY OF DADE

ARTICLES OF INCORPORATION
OF
PROGRAMS FOR COMPREHENSIVE
SUBSTANCE ABUSE REHABILITATION, INC.

The Undersigned, for the purpose of forming a Corporation under Chapter 617, Florida Statutes (F.S.), hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be:

Programs for Comprehensive Substance Abuse Rehabilitation, Inc.
The principal office address shall be the same as the registered office address.

ARTICLE II

GOVERNING LAW

The Corporation is organized pursuant to the provisions of the Florida Statutes.

ARTICLE III

PERIOD OF DURATION

The Corporation shall have perpetual duration.

ARTICLE IV

NON-PROFIT CORPORATION AND PURPOSE

This Corporation is a non-profit Corporation which is organized, and will at all times thereafter be operated, exclusively for public charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to establish, acquire, own, maintain and operate

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residential homes, residential treatment centers, health care facilities, mental health centers and other similar institutions for the treatment of persons with substance abuse afflictions and disorders. In furtherance of such purposes, the Corporation shall have full power and authority to:

a) construct, operate, maintain, improve, buy, own, sell, convey, assign, mortgage or lease any real property and any other personal property necessary or incident to the acquisition, ownership, maintenance and operation of residential homes, residential treatment centers, health care facilities, mental health centers and other similar institutions for the treatment of persons with substance abuse afflictions and disorders;

b) provide therapy, counseling, monitoring, crisis intervention, hospital care and other mental health care services to persons with substance abuse afflictions and disorders;

c) develop and implement partial hospitalization programs, community mental health program services and other mental health care services to persons with substance abuse afflictions and disorders;

d) accept and receive gifts, grants, contributions and bequests or real and personal property for the use and benefit of such residential homes, residential treatment centers, health care facilities, mental health centers and other similar institutions for the treatment of persons with substance abuse afflictions and disorders;

e) hold, invest, reinvest and expend such funds and properties so received for, and in furtherance of, any and all of the foregoing purposes;

f) borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

g) perform all other acts necessary or incidental to the foregoing purposes and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by corporations generally by virtue of the provisions of Chapter 617, F.S. (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article IV and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

PUBLICLY SUPPORTED TAX-EXEMPT NON-PROFIT CORPORATION

The Corporation shall be neither organized nor operated for pecuniary gain or profit.

a) No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to any Member, Director, Officer or Trustee of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article IV hereof), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the

distribution of any of the corporate assets on dissolution of the Corporation.

b) The Corporation shall not engage in any act or self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

d) 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 any corporation;

(1) exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, as they may hereafter be amended; or

(2) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, as they now exist or as they may hereafter be amended.

It is intended that the Corporation shall have, and continue to have the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a)

of the Internal Revenue Code. All other terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

e) Upon the dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and as other than a private foundation under Section 509(a) of the Internal Revenue Code, or corresponding section of any future federal tax 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 shall be disposed of by the Superior 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 may determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

BOARD OF DIRECTORS; NO MEMBERS

The affairs of the Corporation shall be managed by a Board of Directors. The method of electing the members of the Board of Directors shall be determined by the Bylaws of the Corporation. The Corporation shall have no members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial registered office of the Corporation shall be at:
390 Northeast 125th Street, Suite 214, North Miami, Florida 33161.
Said Corporation shall have full power and authority to transact
business and to establish offices and agencies in such other places,
both within and outside of the State of Florida, and in any foreign
countries. The name and address of the registered agent of this
Corporation is:

Joseph Riley	390 Northeast 125th Street Suite 214 North Miami, Florida 33161
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ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members
and addresses of which are as follows:

Joseph Riley	390 Northeast 125th Street, #214 North Miami, Florida 33161
Tedla Kifle	390 Northeast 125th Street, #214 North Miami, Florida 33161

ARTICLE IX

DEFINITIONS

For purposes of these Articles of Incorporation, "charitable
purposes" shall include charitable purposes within the meaning of
Section 501(c)(3) of the Internal Revenue Code, contributions for which
are deductible under Section 170(c)(2) of the Internal Revenue Code.
All references in these Articles of Incorporation to sections of the
Internal Revenue Code shall be considered references to the Internal
Revenue Code of 1986, as from time to time amended, and to the

corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions. As used herein, references to the Non-Profit Corporation Act shall be considered references to the Florida Statutes Chapter 617, as amended, and to corresponding provisions of any applicable future non-profit corporation law in force in the State of Florida.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is as follows:

Joseph Riley

390 Northeast 125th Street, #214
North Miami, Florida 33161

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the Directors then in office.

ARTICLE XII

INDEMNIFICATION

Any Director or Officer or former Director or Officer of the Corporation shall be indemnified against liabilities and reasonable litigation expenses, including attorneys fees, incurred by him in connection with any action, suit or proceeding in which he is made or threatened to be made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad

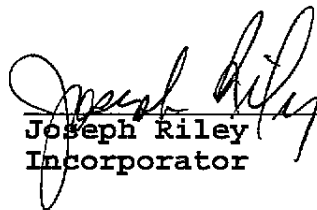
faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. Directors and Officers of the Corporation shall be indemnified to the extent permitted by Chapter 617, F.S.

ARTICLE XIII

LIABILITY

The personal liability of each Director, Trustee and Officer of the Corporation shall be eliminated or limited to the fullest extent that elimination and limitation thereof is permitted by Chapter 617, F.S. and all other applicable provisions of Florida Law, as the same now exists or may hereafter be amended. Any repeal or modification of this Article XIII by the Members, if any, or Directors of the Corporation shall be prospective only, and shall not adversely affect any elimination of, or limitation on, the personal liability of a Director, Trustee or Officer of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this 25th day of November, 1997.



Joseph Riley
Incorporator

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STATE OF FLORIDA


COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Joseph Riley who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Incorporation of Programs for Comprehensive Substance Abuse Rehabilitation Inc. and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 25th day of November, 1997.



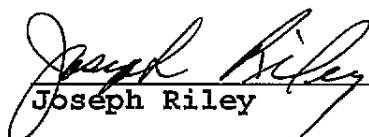
Notary Public

My Commission Expires:

My Commission CC505393
Expires Oct. 25, 1999



Printed Name of Notary

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.



Joseph Riley