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October 2, 1998

Karen Beyer  
Dept. of State  
Office of General Counsel  
409 E. Gaines Street  
Tallahassee, FL 32399

Re : Colonial Health Counseling Services, Inc.

200002655932--6  
-10/05/98--01020--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Ms. Beyer:

The undersigned law firm represents Colonial Health Counseling Services, Inc. As per our prior telephone conversation, my client is changing its nature from a for-profit to a not-for-profit corporation. As such, enclosed you will find the following documents:

1. Prior Articles of Incorporation;
2. Certified copy of the Circuit Court Order approving the change (original under separate cover from John Stemberger, Esq., by Federal Express); and
3. New Articles of Amendment.

I have also enclosed a return federal express envelope. Please provide me with a certified copy of the new articles via federal express, at our expense.

Should you have any questions, please feel free to contact me.

Very truly yours,

DE LA O & MARKO

  
David Everett Marko

FILED  
98 OCT -5 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
98 OCT -5 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE 9TH  
JUDICIAL CIRCUIT IN AND FOR  
ORANGE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NUMBER: CI098-7457 #3

1998 SEP 29 PM 2:12

FILED IN OFFICE  
CIVIL DIV.


IN RE: PETITION OF  
COLONIAL HEALTH COUNSELING  
SERVICES, INC., a Florida  
for-profit corporation,

~~ORDER~~ *FINAL JUDGMENT*

THIS MATTER arose upon the Petition to change the nature of the corporation from for-profit to not-for-profit and the articles of incorporation which is attached as Exhibit "A." Upon consideration of the petition, and being otherwise duly advised in the premises, it is hereby

**ORDERED AND ADJUDGED** that the Petitioner's corporation is changed from for-profit to not-for-profit.

**DONE AND ORDERED** in Miami, Miami-Dade County, Florida this 28 day of September, 1998.

  
HONORABLE JOSEPH BAKER  
DADE COUNTY CIRCUIT COURT JUDGE

Orange Co FL 1998-0399684  
100298 02:22:13pm  
OR Bk 5582 Pg 2454

**STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
COLONIAL HEALTH COUNSELING SERVICES, INC.  
A NOT-FOR-PROFIT CORPORATION**

**FILED**  
98 OCT -5 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

The name of this corporation is **COLONIAL HEALTH COUNSELING SERVICES, INC.** The principal place of business of this corporation shall be 300 E. Colonial Drive, Orlando FL 32801 and the mailing address shall be the same.

**ARTICLE II.**

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will 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 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

**ARTICLE III.**

The manner in which the directors are to be elected or appointed is by majority vote.

**ARTICLE IV.**

The name and address of the incorporator of these articles is:

Miguel M. de la O  
3001 S.W. Third Avenue  
Miami, Florida 33129

OR Bk 5582 Pg 2455  
Orange Co FL 1998-0399684

**ARTICLE V.**

The Corporation is to exist perpetually.

**ARTICLE VI.**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have (3) initial Director(s). The name(s) and street address(es) of the initial member(s) of the Board of Director are:

Beatriz Pereira	300 E. Colonial Drive
Adolfo Pereira	Orlando FL 32801
Gregorio Rocco	300 E. Colonial Drive
	Orlando FL 32801

**ARTICLE VII.**

The officers of the corporation shall be President, Vice President, Secretary, and Treasurer, and such other officers as may be provided in the Bylaws. The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Beatriz Pereira	President/Treasurer
Gregorio Rocco	Vice President/Secretary

**ARTICLE VIII.**

The initial Registered Agent and street address of the initial Registered Office of the Corporation shall be as follows:

David Everett Marko  
3001 S.W. Third Avenue  
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned of the has executed these Articles of Incorporation this 3rd day of April, 1997.

  
Miguel M. de la O  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

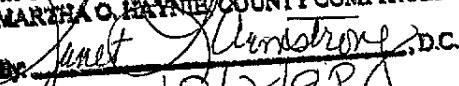
Acceptance by the registered agent as required by §607.0501(3) of the Florida Statutes. David Everett Marko is familiar with and accepts the obligations provided for in §607.0501(3) of the Florida Statutes.

David Everett Marko

By:   
Registered Agent

Dated: April 3, 1997

STATE OF FLORIDA - COUNTY OF ORANGE  
I HEREBY CERTIFY that this is a copy of  
the document as recorded in this office.  
MARTHA O. HAYNIE, COUNTY COMPTROLLER

By:  D.C.  
DATED: 10/2/98



OR Bk 5582 Pg 2457  
Orange Co FL 1998-0399684

Recorded - Martha D. Haynie

FILED  
98 OCT -5 PM 4: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA