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October 19, 1998

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

Re : Maitland Health Counseling Service, Inc.

Dear Ms. Beyer:

The undersigned law firm represents Maitland Health Counseling Service, 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; 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

DEM/lm
Encl.

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98 OCT 20 PM 1:01
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

10/23

IN THE CIRCUIT COURT OF THE
18TH JUDICIAL CIRCUIT IN AND FOR
SEMINOLE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NUMBER: 98-1894-CA-16-B

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

FILED IN OFFICE
MARYANNE MORSE
CLERK CIRCUIT COURT
98 OCT -9 PM 3:03
SEMINOLE CO., FL

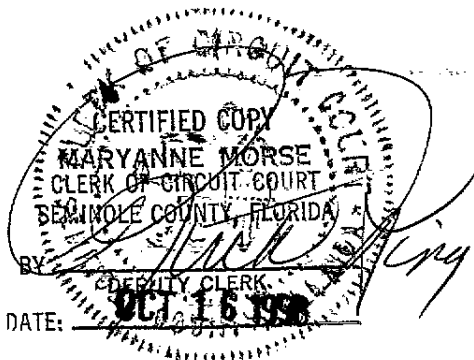
ORDER

THIS MATTER arose upon the Petition to change the nature of the corpora-
tion from for-profit to not-for-profit and the articles of incorporation which is attac-
hed 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.

Sanford, Seminole
DONE AND ORDERED in ~~Miami~~ *Sanford, Seminole* County, Florida this 9th day of
October, 1998.

ABM
HONORABLE SEYMOUR BENSON
~~DADE COUNTY~~ CIRCUIT COURT JUDGE



STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
MAITLAND HEALTH COUNSELING SERVICE, INC.
A NOT-FOR-PROFIT CORPORATION

ARTICLE I.

The name of this corporation is **MAITLAND HEALTH COUNSELING SERVICE, INC.** The principal place of business of this corporation shall be 1173-B Spring Centre S. Blvd., Altamonte Springs, FL 32714 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

ARTICLE V.

The Corporation is to exist perpetually.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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 three (3) initial Director(s). The name(s) and street address(es) of the initial member(s) of the Board of Directors are:

Adolfo Pereira, III	1173-B Spring Centre S. Blvd. Altamonte Springs, FL 32714
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Suharmi Cahill Nelson Salazar	1173-B Spring Centre S. Blvd. Altamonte Springs, FL 32714
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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:

Adolfo Pereira, III	President and Treasurer
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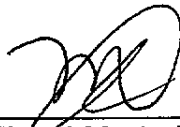
Suharmi Cahill	Vice president and Secretary
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ARTICLE VIII.

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 11th day of November, 1995.



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: November 22, 1995

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