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October 29, 1999

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

Re: Articles of Incorporation/
H.E.A.R.T. of Brevard, Inc.
File No. K14-101

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-11/01/99--01061--013
*****78.75 *****78.75

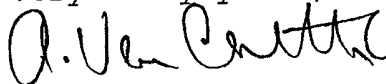
Dear Folks:

Enclosed herewith for filing please find the executed original and one copy of the Articles of Incorporation for the above-referenced not for profit corporation.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$78.75 is enclosed.

Thank you.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H.E.A.R.T. OF BREVARD, INC.

By these Articles of Incorporation ("Articles"), the undersigned forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I
NAME

The name of the corporation shall be H.E.A.R.T. of Brevard, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

ARTICLE II
DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address shall be 341 Lanternback Island Drive, Satellite Beach, Florida 32937.

ARTICLE IV
REGISTERED OFFICE AND AGENT

Harold P. Koenig, whose street address is 341 Lanternback Island Drive, Satellite Beach, Florida 32937, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE V
PURPOSE AND POWERS OF THE CORPORATION

The purposes of the Corporation shall be to serve as a source of education and information concerning the relationship between substance abuse and young people who are involved with the criminal justice system, and to endeavor to divert first-time, non-violent offenders from incarceration to meaningful treatment, and for such other purposes as may be permitted by law.

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual. The Corporation shall not pay dividends and no part of any income of the Corporation shall be distributed to its members, directors or officers. The Corporation shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, and shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the benefit of the Members. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws.

ARTICLE VI MEMBERSHIP

The qualifications for and other matters affecting membership in the Corporation shall be as regulated by the Bylaws, as the same may be amended from time to time.

ARTICLE VII VOTING RIGHTS

The voting rights of members in the Corporation shall be as set forth in the Bylaws, as the same may be amended from time to time.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall be comprised of five members. The number of members of the Board of Directors may be increased or decreased from time to time as set forth in the Bylaws, but shall never be less than three (3). The method of election, appointment and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX OFFICERS

The business and affairs of the Corporation shall be administered by its officers under the direction of the Board of Directors. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may, in its reasonable discretion, deem advisable from time to time. The officers shall be elected by the Board of Directors as set forth in the Bylaws.

An individual may hold more than one office, except that the President may not also serve as Vice President.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify every officer, Director, committee member and employee of the Corporation against any and all costs and expenses, including reasonable attorneys and paralegals fees, reasonably incurred by or imposed upon such officer, Director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, Director, committee member or employee of the Corporation. Such officers, Directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and Directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent they may also be members of the Corporation), and the Corporation shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall be in addition to any other rights to which any officer, Director, committee member, or employee, or former officer, Director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate liability insurance if such insurance is reasonably available.

ARTICLE XI BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII AMENDMENTS

These Articles may be amended by a majority of the Board of Directors. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida.

ARTICLE XIII
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is Harold P. Koenig, 341 Lanternback Island Drive, satellite Beach, Florida 32937.


ARTICLE XIV
NONSTOCK CORPORATION

The Corporation is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Corporation; provided, however, that membership in the Corporation may, in the discretion of the Board of Directors, be evidenced by a certificate of membership which shall contain a statement that the Corporation is a corporation not for profit.

ARTICLE XV
DISSOLUTION

In the event the Corporation is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Corporation have been satisfied from the assets of the Corporation or otherwise, the remaining assets of the Corporation shall be dedicated to a public entity or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with reasonably similar purposes, and shall be selected according to such criteria as may be adopted by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Subscriber has caused these presents to be executed on the date set forth below.


Harold P. Koenig

Date: 29 October 1999

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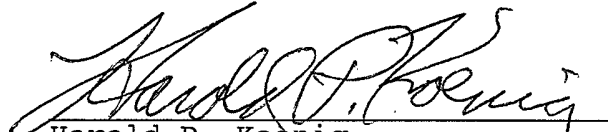
CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

H.E.A.R.T. of Brevard, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 341 Lanternback Island Drive, Satellite Beach, Florida 32937, has named Harold P. Koenig, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

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.


Harold P. Koenig,
Registered Agent

Date: 29 October 1999

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