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SECRETARY OF STATE  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Bethesda Center for Health & Healing, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
BETHESDA CENTER FOR HEALTH & HEALING, INC.**

**Article I - Name**

The name of this corporation is **BETHESDA CENTER FOR HEALTH & HEALING, INC.**

**Article II - Effective Date and Duration**

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV - Capital Stock**

This corporation is authorized to issue one thousand (1,000) shares of common stock with a par value of \$1.00.

**Article V - Authority**

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

**Article VI - Preemptive Right**

The shareholders of this corporation, having the same kind, class or series of stock, shall have the preemptive right to purchase, at the price which it is offered to others, a pro rata share (as nearly as may be done without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

TIMOTHY E. MONAGHAN, ESQ.  
STRAWN MONAGHAN & COHEN, P.A.  
54 N. E. 4TH AVENUE  
DELRAY BEACH, FL 33483  
(561) 278-9400  
FLA. BAR NO. 699871

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This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

**Article VIII - Incorporator**

The name of and address of the incorporator of this corporation is as follows:

Timothy E. Monaghan, Esq.  
54 N.E. 4th Avenue  
Delray Beach, FL 33483

**Article IX - Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<b>Name</b>	<b>Address</b>
Robert B. Hill	2815 South Seacrest Boulevard Boynton Beach, FL 33435
Robert B. Taylor, Jr.	2815 South Seacrest Boulevard Boynton Beach, FL 33435
Roger Kirk	2815 South Seacrest Boulevard Boynton Beach, FL 33435

**Article X - Powers of Directors**

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

**Article XI - Principal Place of Business**

The principal place of business of this corporation shall be 2815 South Seacrest Boulevard, Boynton Beach, FL 33435. The Board of Directors may from time to time move the place of business of this corporation.

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**Article XII - Registered Agent**

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Timothy E. Monaghan, Esq., Strawn, Monaghan & Cohen, P.A., 54 N.E. 4th Avenue, Delray Beach, FL 33483.

**Article XIII - Private Property of Shareholders**

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

**Article XIV - Excess Salary**

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

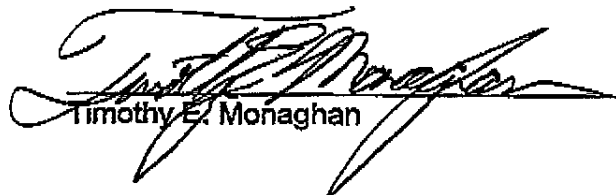
**Article XV - Excess Business Expense**

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

**Article XVI - Amendments**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the shares of capital stock hereinabove described, for the purpose of forming a corporation to do business under the laws of the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto has set her hand and seal this 2nd day of October, 2000.

  
Timothy E. Monaghan

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**Acceptance**

I, Timothy E. Monaghan, Esq., whose address is 54 N.E. 4th Avenue, Delray Beach, FL 33483, do hereby accept the appointment of Registered Agent for BETHESDA CENTER FOR HEALTH & HEALING, INC.

  
Timothy E. Monaghan  
Registered Agent

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October 2, 2000

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