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REFERENCE : 887943 7132640

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 78.75

FILED
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DIVISION OF CORPORATIONS
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ORDER DATE : November 6, 2000

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ORDER NO. : 887943-005

CUSTOMER NO: 7132640

CUSTOMER: Ms. Carolyn M. Sookram
Buchanan Ingersoll, P.c.

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Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: SUNSHINE YOUTH SERVICES OF
AMERICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

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ARTICLES OF INCORPORATION

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SUNSHINE YOUTH SERVICES OF AMERICA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Sunshine Youth Services of America, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 3796 42nd Avenue South, St. Petersburg, FL 33711, and the mailing address shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 401 East Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is James J. Kennedy, III.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

James J. Kennedy, III
401 East Jackson Street
Suite 2500
Tampa, Florida 33602.

ARTICLE V. NUMBER OF DIRECTORS

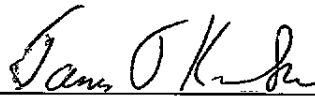
The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The name and street address of the initial directors of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor are elected as follows:

James C. Hill, Jr.	Richard P. Semancik	Raymond Heckerman
3796 42nd Avenue South	621 Green Valley Rd. #J-5	2725 Terra Ceia Bay Blvd.
St. Petersburg, FL 33711	Palm Harbor, FL 34683	Unit #308
		Palmetto, FL 34221

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of November, 2000.



James J. Kennedy, III, Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

DATED: November 3, 2000



James J. Kennedy, III, Registered Agent