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(City/State/Zip/Phone #)

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(Business Entity Name)

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(Document Number)

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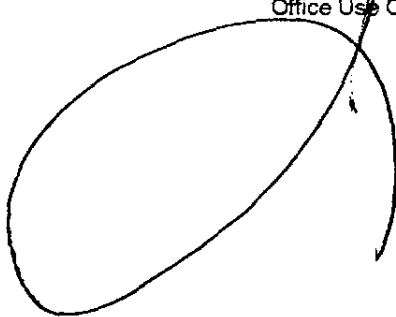
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TALLAHASSEE, FLORIDA

 3/14/05

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March 3, 2005

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**Via Fed-Ex**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Attn: Corporate Filings

RE: Behavioral Wellness Network, Inc.  
Our File No.: 17979

Please find enclosed a check in the amount of \$70.00 for filing of the Articles of Incorporation as attached.

Please do not hesitate to contact the undersigned if you have any questions.

Very truly yours,  
HAYDEN and MILLIKEN, P.A.



Stephen C. Irick, Jr., Esq.  
H:\17979\Dept of St.wpd

ARTICLES OF INCORPORATION  
OF  
Behavioral Wellness Network, Inc.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is Behavioral Wellness Network, Inc.

ARTICLE II  
DURATION

The duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 300 shares, with a par value of \$1.00 per share.

ARTICLE V  
PRINCIPAL OFFICE

The principal place of business for the corporation is 520 BRICKELL KEY, #1214A, MIAMI, FL 33131 and the mailing address

is P.O. BOX 161291, MIAMI, FL 33116-1291.

ARTICLE VI  
DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Ileana M. Penafiel  
520 BRICKELL KEY, #1214A  
MIAMI, FL 33131

Fernando A. Labat  
14231 S.W. 146 Terrace  
Miami, FL 33186

Raul Hernandez  
3122 S.W. 151 Ct.  
Miami, FL 33185

ARTICLE VII  
INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE VIII  
LIMITATION ON BANKING

The corporation requires the notarized unanimous consent of the directors to establish, modify or terminate account(s) with depository institutions or banks. Any such depository account(s) opened in the name of the corporation shall in all cases require the signature of at least two directors on all checks or wires issued from said account(s). The By-laws of the company may contain

additional provisions or restriction with respect to accounts not inconsistent with the foregoing.

ARTICLE IX  
REGISTERED AGENT

The Initial Registered Agent for the corporation shall be Stephen C. Irick, Jr., Esq., Hayden and Milliken, P.A., 5915 Ponce de Leon Blvd., Suite 63, Miami, Florida 33146.

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator is:

Ileana M. Penafiel  
520 BRICKELL KEY, #1214A  
MIAMI, FL 33131

Executed by the undersigned this 25 day of February, 2005.



Ileana M. Penafiel  
Incorporator

Acknowledgment of Appointment by Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Stephen C. Irick, Jr., Esq.  
Registered Agent

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STATE  
OF FLORIDA