

P06441

RAMSAY YOUTH SERVICES, INC.

September 17, 1999

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

300003013449--9
-10/13/99--01033--016
*****35.00 *****35.00

RE: Ramsay Health Care, Inc.
Ramsay Youth Services, Inc.
Merger and Name Change

Dear Sir or Madam:

Enclosed, please find the following documents (in chronological order):

- (1) Articles of Merger - showing Ramsay Youth Services, Inc. (Florida Corporation Number F97000005902) merging into Ramsay Health Care, Inc. (Florida Corporation Number P06441) with Ramsay Health Care Inc. being the surviving corporation;
- (2) Articles of Amendment to Articles of Incorporation - showing that it was Resolved that Ramsay Youth Services, Inc. merge into Ramsay Health Care, Inc. and that it was Resolved that Ramsay Health Care, Inc. change its name to Ramsay Youth Services, Inc. as of January 1, 1999; and
- (3) Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida - showing the name change of the surviving corporation from Ramsay Health Care, Inc. to Ramsay Youth Services, Inc..

FILED
99 SEP 24 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To summarize the above events and documents, Ramsay Health Care, Inc. merged its 100% owned subsidiary, Ramsay Youth Services, Inc. into itself on 1/1/99 with Ramsay Health Care, Inc. being the surviving corporation. The surviving corporation, Ramsay Health Care, Inc. then changed its name to Ramsay Youth Services, Inc..

If you have any questions or require any additional information or documents, please do not hesitate to contact me at 305-569-4638.

Sincerely yours,


Mark R. Colodne
Tax Manager

NIC Amend

FILED
99 SEP 24 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRC/
Encl.

S. PAYNE NOV 3 - 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

RAMSAY YOUTH SERVICES, INC.
ONE ALHAMBRA PLAZA
STE 750
CORAL GABLES, FL 33134 US

SUBJECT: RAMSAY HEALTH CARE, INC.

Ref. Number: P06441

Please be advised, we have received your Annual Report for the above corporation and your check(s) totaling \$158.75; however, the report **has not been filed** and a copy is being returned for the following correction(s):

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated on the amendment form.

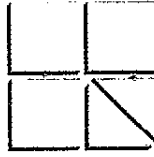
The amendment filing fee is \$35.00.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

ANNUAL REPORTS SECTION

/II



RAMSAY YOUTH SERVICES, INC.

July 14, 1999

Annual Reports Filings
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Ramsay Youth Services, Inc.
(f/k/a Ramsay Health Care, Inc.)
Document Number P06441
Florida 1999 Profit Corporation Annual Report

Dear Sir or Madam:

This letter is to respond to your Second Notice for the above mentioned Annual Return.

Please be informed that the corporation did file its Annual Report for 1999 on March 23, 1999 (a copy of which is enclosed). The check number 01021578 in the amount of \$158.75 was sent along with the Report (a copy of which is enclosed).

Please confirm with these offices that the filing of the 1999 Annual Report was accepted and completed. If you require any additional information, please do not hesitate to contact me.

Thank you for your attentions to this matter.

Sincerely yours,

Mark R. Colodne
Tax Manager

MRC/
Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 28, 1999

RAMSAY HEALTH CARE, INC.
ONE ALHAMBRA PLAZA
STE 750
CORAL GABLES, FL 33134 US

SUBJECT: RAMSAY HEALTH CARE, INC.
Ref. Number: P06441

Please be advised, we have received your Annual Report; however, the report **has not been filed** and a copy is being returned for the following correction(s):

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated on the amendment form.

The amendment filing fee is \$35.

TO AVOID THE \$400.00 LATE FEE, PLEASE RETURN THE CORRECTED REPORT TO THIS OFFICE WITHIN 30 DAYS OF THE DATE OF THIS LETTER.

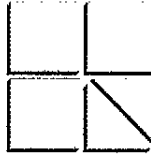
If you have any questions concerning the filing of your document, please call (850) 487-6059.

Tyrone Scott
Document Specialist

Letter Number: 599A00038496

RECEIVED
99 AUG 25 PM 1:25
DIVISION OF CORPORATIONS

Enclosed -



RAMSAY YOUTH SERVICES, INC.

October 25, 1999

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Ms. Susan Payne

RE: Ramsay Youth Services, Inc.

Dear Susan:

Per our conversation today, enclosed please find a copy of the Delaware "Certificate of Ownership" which validates the attached merger and name change documents and a "Certificate of Ownership" which certifies that Ramsay Health Care, Inc. changed its name to Ramsay Youth Services, Inc.

If you have any questions, or require any additional information or documents, please do not hesitate to contact me.

Thank you for your attentions to this matter. Please accept my apologies for sending in too many documents and payments.

Sincerely yours,

Mark R. Colodne
Tax Manager

MRC/
Encl.

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Ramsay Health Care, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 6/14/85
Incorporated under laws of Date authorized to conduct affairs in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/1/99
5. Ramsay Youth Services, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected. N/A

New Duration Date

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected. N/A

New Jurisdiction Date

8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose N/A

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

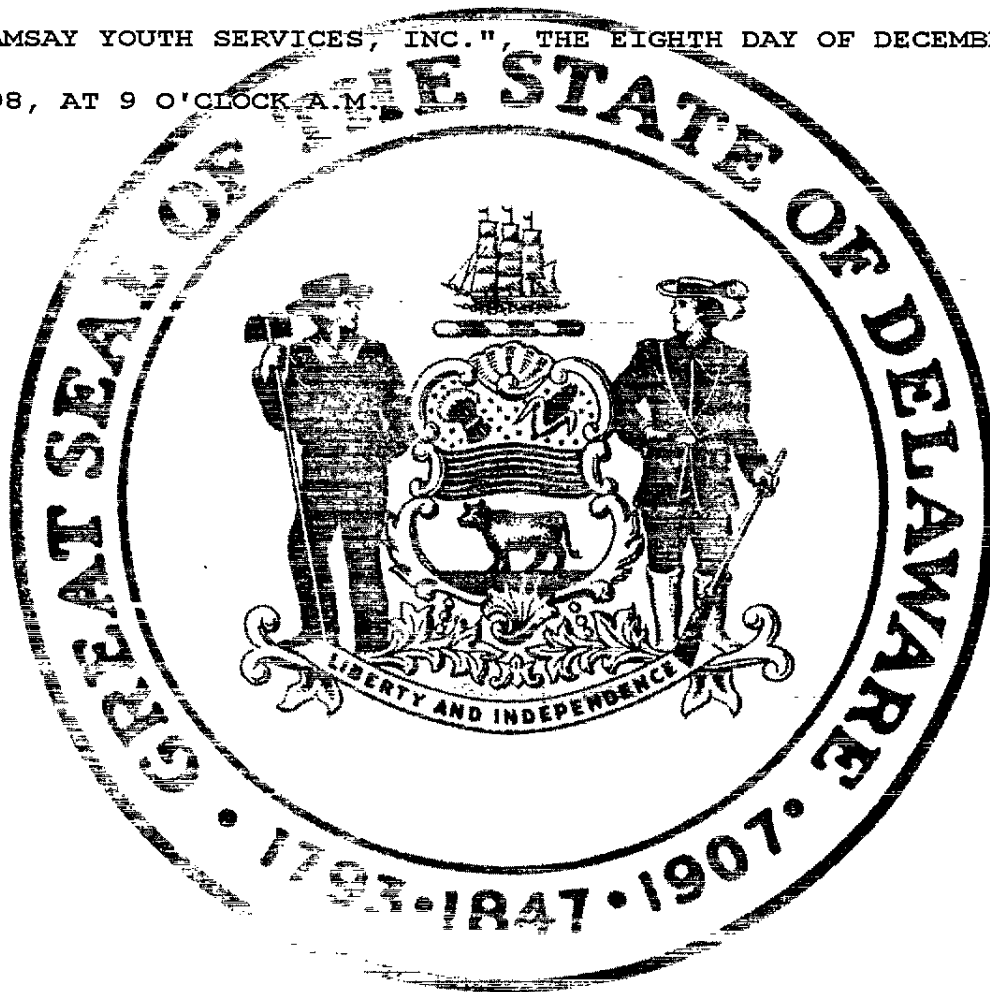
Marcio O. Cabrera 8/19/99
Signature Date

Marcio Cabrera Vice President
Typed or printed name Title

FILED
99 SEP 24 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RAMSAY HEALTH CARE, INC.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "RAMSAY YOUTH SERVICES, INC.", THE EIGHTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



2013043 8320

991436846

Edward J. Freel

Edward J. Freel, Secretary of State

0027931

AUTHENTICATION:

DATE:

10-15-99

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RAMSAY YOUTH SERVICES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "RAMSAY HEALTH CARE, INC." UNDER THE NAME OF
"RAMSAY YOUTH SERVICES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 1998,
AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF
JANUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2013043 8100M

AUTHENTICATION: 9448175

DATE: 12-08-98

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RAMSAY YOUTH SERVICES, INC.
(a Delaware corporation)

INTO

RAMSAY HEALTH CARE, INC.
(a Delaware corporation)

It is hereby certified that:

1. Ramsay Health Care, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Ramsay Youth Services, Inc., which is also a business corporation of the State of Delaware.
3. On September 10, 1998, the Board of Directors of the Corporation adopted the following resolutions to merge Ramsay Youth Services, Inc. into the Corporation:

RESOLVED that Ramsay Youth Services, Inc. be merged into Ramsay Health Care, Inc. (the "Corporation"), with the Corporation as the surviving corporation to such merger, and that all of the estate, property, rights, privileges, powers and franchises of Ramsay Youth Services, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Ramsay Youth Services, Inc. in its name; and it is

FURTHER RESOLVED that the Corporation shall assume all of the obligations of Ramsay Youth Services, Inc.; and it is

FURTHER RESOLVED that, at the effective time of the merger as set forth below, the corporate name of the Corporation shall be changed to "Ramsay Youth Services, Inc.", and it is

FURTHER RESOLVED that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction; and it is

2

FURTHER RESOLVED that the effective time of the merger contemplated by this Certificate of Ownership and Merger shall be 12:01 A.M. on January 1, 1999.

Executed on December 4, 1998.

RAMSAY HEALTH CARE, INC.

By: 

Name: Luis E. Camela

Title: Chief Executive Officer