

Division of Corporations

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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Account Name : BILZIN SUMBERG BAENA PRICE AXELERD LLP  
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**Email Address:** icastillo@bilzin.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
COMPREHENSIVE CARE GROUP, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION**  
**OF**  
**COMPREHENSIVE CARE GROUP, INC.**

**ARTICLE I - NAME**

The name of this corporation is COMPREHENSIVE CARE GROUP, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing addresses of the Corporation are:

Mailing Address:	Street Address:
8600 NW 41st Street Doral, FL 33166	8600 NW 41st Street Doral, FL 33166

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The Corporation is authorized to issue (i) 1,000 shares of voting common stock, with a par value of \$0.01 per share (the "Voting Common Stock"), and (ii) 99,000 shares of non-voting common stock, with a par value of \$0.01 per share (the "Non-Voting Common Stock"). The holders of the shares of the Voting Common Stock and the holders of the shares of the Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that (A) each holder of shares of the Voting Common Stock shall be entitled to one vote per each share of Voting Common Stock held by such holder on all matters required or permitted to be voted on by the Corporation's shareholders, and (B) no holder of shares of Non-Voting Common Stock shall have, by virtue of his/her/its ownership or holding of such shares of Non-Voting Common Stock, any voting rights whatsoever with respect to any matters required or permitted to be voted on by the Corporation's shareholders; provided, however, (D) that no amendment, restatement or modification of this Article IV that would have the effect of materially adversely affecting the economic rights of the holders of Non-Voting Common Stock (including, without limitation, their identical rights to distribution and liquidation proceeds as the holders of Voting Common Stock) may be effectuated without the prior written consent or affirmative vote of the holders of at least a majority of the outstanding shares of Voting Common

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Stock and Non-Voting Common Stock, voting together solely and exclusively for this purpose as a single voting class, and (II) as may be otherwise specifically prohibited by the Florida Business Corporation Act.”

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

8600 NW 41st Street  
Doral, FL 33166.

and the name and address of the initial registered agent of the Corporation are:

Mark S. Koondel  
8600 NW 41st Street  
Doral, FL 33166.

#### **ARTICLE VI – COMMENCEMENT**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

#### **ARTICLE VII – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Gentry Barden  
8600 NW 41st Street  
Doral, FL 33166.

#### **ARTICLE VIII – BYLAWS**

The Bylaws of the Corporation may be amended and/or restated by act of the Board of Directors or the shareholders of the Corporation.

#### **ARTICLE IX – INDEMNIFICATION**

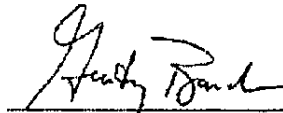
The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted bylaws.

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**ARTICLE X - AMENDMENT**

Subject to the provisions of Article IV, the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof therein as of the 5<sup>th</sup> day of November, 2015.



Gentry Barden, Incorporator

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, Mark S. Koondel, has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of November 5, 2015.

By: Mark S. Koondel  
Mark S. Koondel, Registered Agent

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