

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

**195000003986**

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_  
 Service: Telex \_\_\_\_\_ Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service  
 To us via \_\_\_\_\_ Return via \_\_\_\_\_  
 Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_  
 State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*Fury.*

JAN 17 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>AAK</u>	_____	_____	_____

WALK-IN Will Pick Up 1-17 12:30

\_\_\_\_\_ of \_\_\_\_\_  
 RE: Kendall Mental Health  
Centers, Inc.

	C.C. FEE.	DISBURSED
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	100004-381761 -01217295--01057--013	****122.50 ****122.50
Name Reservation		
Annual Report/Maintenance		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b> _____		

DEPT. OF REVENUE  
 STATE OF FLORIDA  
 RECEIVED  
 JAN 17 11:10 AM '95

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
KENDAL MENTAL HEALTH CENTERS, INC.

FILED  
05 JAN 17 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Kendal Mental Health Centers, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Carol R. Brugger  
600 Fifth Avenue South  
Suite 210  
Naples, Florida 33940

The initial street address of the principal office of the corporation in the State of Florida will be: 9001 Tamiami Trail East, Naples, Florida 33962.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

Webster J. McCormack  
9001 Tamiami Trail East  
Naples, Florida 33962


Ray A. Wilton  
9001 Tamiami Trail East  
Naples, Florida 33962

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Carol R. Brugger  
600 Fifth Avenue South  
Suite 210  
Naples, Florida 33940

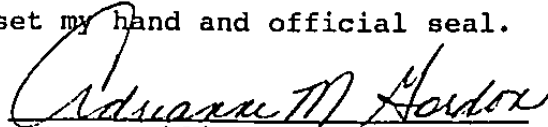
IN WITNESS WHEREOF, I have subscribed my name this 16th day of January, 1995.

  
\_\_\_\_\_  
Carol R. Brugger

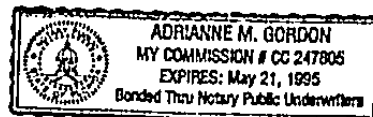
STATE OF FLORIDA  
COUNTY OF COLLIER

On this 16th day of January, 1995, before me, a Notary Public, the undersigned officer, personally appeared Carol R. Brugger, to me known to be the person whose name is subscribed to the within instrument and she acknowledged that she executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



APPOINTMENT OF RESIDENT AGENT

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
95 JAN 17 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

Kendal Mental Health Centers, Inc., a corporation under the laws of the State of Florida, with its principal office at 9001 Tamiami Trail East, Naples, Florida 33962, has named Carol R. Brugger, as its resident agent to accept service of process within this State.

OFFICERS

NAMES

CHAIRMAN OF THE BOARD	Webster J. McCormack
PRESIDENT	Ronald E. Myers
VICE-PRESIDENT	D. James McCormack
VICE-PRESIDENT	Ray A. Wilson
TREASURER	D. James McCormack
ASSISTANT TREASURER	Richard W. Bricker
SECRETARY	D. James McCormack
ASSISTANT SECRETARY	Richard W. Bricker
ASSISTANT SECRETARY	John N. Brugger

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Webster J. McCormack	9001 Tamiami Trail East Naples, Florida 33962
Ray A. Wilson	9001 Tamiami Trail East Naples, Florida 33962

DATED: January 16, 1995.

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
Carol R. Brugger

**CAPITAL CONNECTION, INC.**

7 E. ... Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Tallahassee, FL

**P950000003986**

of \_\_\_\_\_  
 RE: *Kendall Mental*  
*4/21/95*

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

- \_\_\_\_\_ Capital Express
- \_\_\_\_\_ Art. of Inc. File
- \_\_\_\_\_ Corp. Record Search
- \_\_\_\_\_ Ltd. Partnership File
- \_\_\_\_\_ Foreign Corp. File
- ( ) Cert. Copy(s) *name*
- Art. of Amend. File
- \_\_\_\_\_ Dissolution/Withdrawal *Change*
- \_\_\_\_\_ C U S - \_\_\_\_\_
- \_\_\_\_\_ Filitious Name File *Amend*
- \_\_\_\_\_ Name Reservation
- \_\_\_\_\_ Annual Report/Reinstatement
- \_\_\_\_\_ Reg. Agent Service
- \_\_\_\_\_ Document Filing
- \_\_\_\_\_ Corporate I.I.
- \_\_\_\_\_ Vehicle Search
- \_\_\_\_\_ Driving Record
- \_\_\_\_\_ Document Retrieval
- \_\_\_\_\_ UCC 1 or 3 File
- \_\_\_\_\_ UCC 11 Search
- \_\_\_\_\_ UCC 11 Retrieval
- \_\_\_\_\_ File No.'s, \_\_\_\_\_ Copies
- \_\_\_\_\_ Courier Service
- \_\_\_\_\_ Shipping/Handling
- \_\_\_\_\_ Phone ( ) \_\_\_\_\_
- \_\_\_\_\_ Top Priority \_\_\_\_\_
- \_\_\_\_\_ Express Mail Prop. \_\_\_\_\_
- \_\_\_\_\_ FAX ( ) \_\_\_\_\_ pgs.

600001462205  
 -04/21/95-01041-03H  
 \*\*\*\*\*87.50-\*\*\*\*\*87.50

*ADH*  
*4/21/95*  
*ADH*  
*ADH*  
*ADH*  
*ADH*

95 APR 21 PM 1:31  
 FILED  
 TALLAHASSEE FL 32301  
 SECRETARY OF STATE

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<i>SHZ</i>		CK No. _____
BY	<i>SHZ</i>		

WALK-IN Will Pick Up *4.21.95*

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.  
 THANK YOU from Your Capital Connection

ARTICLES OF AMENDMENT  
KENDAL MENTAL HEALTH CENTERS, INC.

FILED  
95 APR 21 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of Kendal Mental Health Centers, Inc., a Florida Corporation, filed in Tallahassee, Florida on January 17, 1995, be and they hereby are amended in the following particulars:

1. Article I, be and it hereby is amended to read as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

WILLOUGH COUNSELING CENTER, INC.

The principal place of business of this corporation shall be 9001 Tamiami Trail East, Naples, Florida 33962.

The foregoing amendment was adopted by unanimous consent of the Stockholders and Directors of the Corporation on the 11th day of April, 1995.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment this 11th day of April, 1995.

KENDAL MENTAL HEALTH CENTERS, INC.

By: 

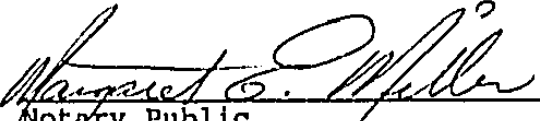
Ronald E. Myers, President

STATE OF PENNSYLVANIA

COUNTY OF York

BEFORE ME, the undersigned authority, personally appeared Ronald E. Myers, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of April, 1995.

  
Notary Public  
My Commission Expires:

Notary Seal  
Margaret S. Miller, Notary Public  
York, York County  
My Commission Expires April 8, 1995  
Member, Pennsylvania Association of Notaries