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DANIEL E. JONAS

ROYAL FLAGG JONAS
OF COUNSEL

January 10, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

800001382358
-01/18/95--01007--004
****122.50 ****122.50

Re: Articles of Incorporation for
Family Therapeutic Center, Inc.
Our File No.: 9100

Dear Sir or Madam:

Enclosed herewith please find a corporation charter for the above corporation, together with a check in the amount of \$122.50 to cover cost of filing fees, certified copy and registered agent designation on the charter.

Thank you in advance for your courtesy and attention in this matter.

Sincerely,


DANIEL E. JONAS

DEJ/scl
Enclosure

AB 1/18/95

FILED
1995 JAN 17 PM 12:30
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FAMILY THERAPEUTIC CENTER, INC.**

FILED
1995 JAN 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is FAMILY THERAPEUTIC CENTER, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon filing hereof, pursuant to F.S. §607.0203 (1991).

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 525-78th St., Miami Beach, FL 33141, and the name of its initial registered agent at such address is STEVE GOODMAN. The principal office and mailing address of the corporation is 525-78th St., Miami Beach, FL 33141.

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the persons who are to serve as members of the initial Board of Directors are as follows:

Howard Tasch
2501 S. Ocean Dr., #432
Hollywood, FL 33019

Steve Goodman
525-78th St.
Miami Beach, FL 33141


ARTICLE VII. - INCORPORATORS


The names and addresses of the incorporators are:

Howard Tasch
2501 S. Ocean Dr., #432
Hollywood, FL 33019

Steve Goodman
525-78th St.
Miami Beach, FL 33141

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at North Miami Beach, Florida on the 5 day of January, 1995.


HOWARD TASCH

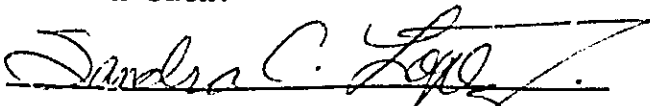

STEVE GOODMAN

STATE OF FLORIDA:

SS.

COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 5 day of January, 1995 by HOWARD TASCH and STEVE GOODMAN who have provided to me their Florida driver's licenses as identification and/or who is personally known to me; and who did take an oath.



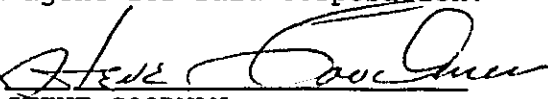
Notary Public at Large, State of
Florida

My commission expires: 4/16/95

My serial no., if any, is: N/A

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


STEVE GOODMAN

FILED
1995 JAN 17 PM 12:30
TALLAHASSEE, FLORIDA