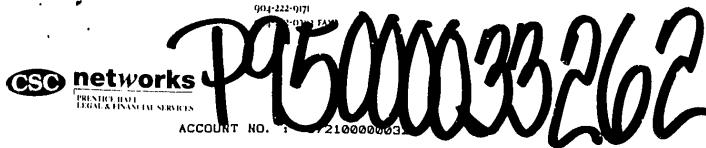
1201 HAYS STREET TALLAHASSEE, FL 32301

800-342-8086



REFERENCE: 586453

82563A

AUTHORIZATION:

laticia typato COST LIMIT : 9 78.75

ORDER DATE: April 27, 1995

ORDER TIME : 12:03 PM

ORDER NO. : 586453

CUSTOMER NO: 82563A

800001467068

CUSTOMER: Gregory L. Gresham, Esq

GREGORY L. GRESHAM, ESQ

918a Drev Street

Clearwater, FL 34615

DOMESTIC FILING

NAME: BAYCARE BEHAVIORAL HEALTH

CENTERS, INC.

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

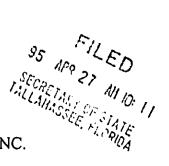
CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: T. BROWN APR 2 8 1995

ARTICLES OF INCORPORATION

OF

BAYCARE BEHAVIORAL HEALTH CENTERS, INC.



ARTICLE I

NAME: The name of this corporation is

BAYCARE BEHAVIORAL HEALTH CENTERS, INC.

ARTICLE II

DURATION: This corporation shall have perpetual duration.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 10,000 shares of one class of shares at a value of \$1.00 per share, which shall be designated as "Common Shares."

ARTICLE V

PREEMPTIVE RIGHTS: Every shareholder, upon the issue or sale of any new shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of this corporation are:

Bobby L. Coates 200 S. Clearwater-Largo Rd., Suite 2 Largo, FL 34640

ARTICLE VII

INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Director Name

Address

Bobby L. Coates

14382 Mark Dr., Largo, FL 34644

Deborah R. Coates

14382 Mark Dr., Largo, FL 34644

ARTICLE VIII

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

Bobby L. Coates 14382 Mark Dr. Largo, FL 34644

ARTICLE IX

BYLAWS: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders. The Board of Directors shall not have the power to alter, amend or repeal any bylaw adopted by the shareholders, if the shareholders shall so designate in adopting, altering or amending a Bylaw.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1995.

Bobby L. Coates

Deborah R. Coates

STATE OF FLORIDA COUNTY OF PINELLAS

ROBERTA M. REIDS COMMISSION # CC 437789

EXPIRES FEB 8,1999
BONDED THRU
ATLANTIC BONDING CO., INC.

The foregoing instrument was acknowledged before me this 26th day of April, 1995, by Bobby L. Coates and Deborah R. Coates, who personally appeared before me at the time of notarization, and who is personally known to me and who did take an oath.

NOTARY PUBLIC - STATE OF FLORIDA

Sign:

Print: Roberta M. Reids

Address: 918A Drew Street Clearwater, FL 34615

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR LOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That BAYCARE BEHAVIORAL HEALTH CENTERS, INC., desiring to organize under the laws of the State of Florida, with its principal office at 200 S. Clearwater-Largo Rd., Suite 2, Largo, FL 34640 has named BOBBY L. COATES, located at said address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with Florida law relative to keeping the designated office open.

BOBBY L. COATES, Registered Agent

