

99500046016

6/18/95

P.B.R.

Requester's Name

Address

City

State

ZIP

Phone

VALUATION ONLY

RECEIVED
95 JUN -9 AM 11:17
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-14-96

700001509787
-06/09/95--01041--018
****132.50 ****122.50

CORPORATION(S) NAME

INTEGRATED

SITE SERVICES, INC.

FILED
95 JUN 14 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MPRE Toll Free: 1-800-432-3028

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSER JUN 9 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

95 JUN 14 AM 10 32

1011 OF 1011 (1011)

June 9, 1995

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: SITE SERVICES, INC.
Ref. Number: W95000011803

FILED
95 JUN 14 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SITE SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 795A00028515

/law

ARTICLES OF INCORPORATION
OF
SITE INTEGRATED SERVICES, INC.

ARTICLE I
NAMES

The name of this corporation shall be SITE INTEGRATED
is sometimes hereinafter referred to as the "Corporation".

SERVICES, INC.

ARTICLE II
PURPOSES

The general nature, objects and purposes of the Corporation
are:

2.1 To provide management of facilities and personnel
offering health care services to persons who could benefit
therefrom, including, but no limited to, detoxification, inpatient,
partial hospitalization and outpatient care and treatment of
persons chemically dependent, whether or not any such facility
and/or personnel are provided by the Corporation in any manner or
to any extent.

2.2 To educate its staff and others in awareness, management
and treatment of such dependencies, and/or of other conditions
requiring health care, to enhance professional and lay skills and
methods of beneficially dealing with any such condition(s).

2.3 To engage or decline to engage in such other activities,
whether or not ancillary to the foregoing, as are not forbidden to
it hereunder or under then applicable law, when, in the manner and
to the extent it may from time to time elect.

ARTICLES III
GENERAL POWERS

The general powers that the Corporation shall have are:

3.1 To purchase, lease, hold, sell, mortgage or otherwise
acquire or dispose of, and/or deal in and with property of any and
every nature, real, personal or mixed; to enter into, make,
perform, and/or carry out contracts of every kind with any person,
firm, corporation or association.

3.2 To maintain, repair, replace, improve, operate and manage
its property including, but not limited to, the rights to
reconstruct improvements after casualty and further to improve and
add to the Corporation's properties.

3.3 To borrow money and, from time to time, accept, endorse, execute and issue debentures, promissory notes or other obligation(s) of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of such obligation(s) by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or an part of the property rights or privileges of the Corporation wherever situated.

3.4 To charge the recipient(s) thereof for services rendered by the Corporation, and the user(s) thereof for use of Corporation property, where such is deemed appropriate by the Board of Directors of the Association, by fee for service, management contract or otherwise.

3.5 To do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and not forbidden by the laws of the State of Florida.

3.6 In general, to have all powers not forbidden to a corporation for profit by the laws of the State of Florida, except as prohibited by then applicable law.

ARTICLE IV SHARES

4.1 The Corporation shall be authorized to issue up to 5,000 shares of common stock, which shall be of such preference(s), voting rights, par value(s) and class(es) as the Directors shall from time to time determine. Initially, there shall be not less than 1,000 shares of voting common stock having (a) a par value of \$1.00 a piece, (b) one (1) vote per share, and (c) preemptive rights.

4.2 Except as hereinbelow or in issuance of different stock otherwise provided, the shareholders shall act by majority vote of all shares entitled to vote on the question then at hand.

ARTICLE V DIRECTORS

5.1 The Corporation shall have an odd number of directors, never less than three, which number shall be set by the Directors from time to time.

5.2 The Shareholders may elect from time to time whether or not to stagger terms of Directors, but not in such manner as to remove any Director then in office. Except that the Directors may make terms up to three (3) years as necessary to establish such

staggering of terms, Directors shall be elected to one-year terms at the annual meeting of Shareholders.

5.3 Except for resignations, demise or removal of any director(s), Directors shall serve until their successors duly take office.

5.4 Any Director(s) may be removed with or without cause by majority vote of the Directors, or of the Shareholders, except that all or any of Diana S. Burns and Michele Michael may be removed as Director(s) only for cause.

5.5 The names and addresses of the persons who shall function as the first Directors, are as follows:

DIANA S. BURNS	660 Linton Blvd., Suite 112, Delray Beach, FL 33444
----------------	--

MICHELE MICHAEL	660 Linton Blvd., Suite 112, Delray Beach, FL 33444
-----------------	--

5.6 Each Director shall have one (1) vote.

5.7 No Director need be a resident of the State of Florida.

5.8 Directors may name committees thereof for any lawful function.

5.9 A tie in Director voting shall be broken by Agnes S. Hollingshead, Attorney at Law.

ARTICLE VI OFFICERS

6.1 The required offices of the Corporation shall be President, Secretary/Treasurer.

6.2 Such other offices (if any) as the Board may from time to time wish may be created, modified or abolished by its resolution. Subject thereto, the President may designate one or more Assistants to the Secretary/Treasurer.

6.3 Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

6.4 Officers shall be elected for one (1) year terms, but shall serve at the pleasure of the Board.

6.5 The persons who are to act as officers in the affairs of the Corporation until their successors duly take office are:

PRESIDENT:

MICHELE MICHAEL

SECRETARY/TREASURER:

DIANA S. BURNS

ARTICLES VII
CORPORATE EXISTENCE

The Association shall have perpetual existence, subject to lawful dissolution.

ARTICLE VIII
BYLAWS

The Directors may from time to time adopt, amend, add to and/or repeal Bylaws not inconsistent with these Articles.

ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles and the initial Bylaws may be altered, amended, added to or repealed only as set forth in the Florida Statutes from time to time in effect, PROVIDED, however, that no amendment affecting the rights under Section 5.4 of anyone named therein shall be effective without the prior written consent of the person(s) affected.

ARTICLE X
SUBSCRIBERS

The name and address of the subscriber to these articles is:

MICHELE MICHAEL 660 Linton Blvd., Suite 112, Delray Beach,
FL 33444

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 The Corporation shall indemnify and hold harmless any and every Director and/or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by in the right of the Corporation to

procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity of Director or officer of the Corporation, or in his or her capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions, proceedings, without reasonable ground for belief that such action as unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful; and

B. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, only if and to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication (if any) of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the fees, expenses and other financial consequences incident thereto.

11.2 The Board of Directors shall determine whether and to what extent amounts for which a Director or Officer seeks indemnification under Paragraph 11.1 A above were properly incurred and are reasonable in amount, and whether such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by a Board of Directors by a majority vote of a quorum consisting of Directors eligible to vote who were not parties to such action, suit or proceeding, and shall be final if made in good faith.

11.3 The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to further indemnify and/or hold harmless under then applicable law.

ARTICLE XII
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Corporation and one (1) or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of committee thereof which authorized the contract or transaction, provided that the matter is approved by a majority of those Directors who are free of such conflict of interest as to the transaction.

12.2 No Director or Officer of the Corporation shall incur liability solely by reason of the fact that he is or may be thus interested in any such contract or transaction. However, Directors thus interested may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or of its committee which authorized the contract or transaction.

ARTICLE XIII
INITIAL OFFICER AND RESIDENT AGENT

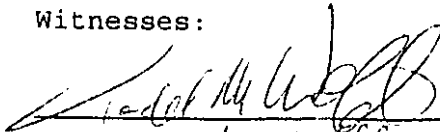
13.1 The name and address of the initial Resident Agent of the Corporation shall be:

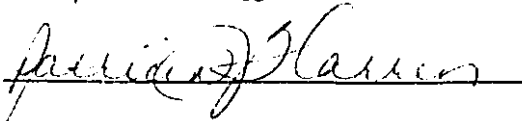
AGNES S. HOLLINGSHEAD, Attorney at Law
2240 Woolbright Road, Suite 329
Boynton Beach, FL 33426

13.2 The initial principal office of the Corporation shall be Suite 112, 660 Linton Blvd., Delray Beach, FL 33444.

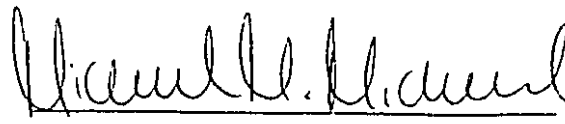
IN WITNESS WHEREOF the said subscriber has hereunto set his hand and seal this 17th day of May, 1995.

Witnesses:



Ted M. Wolff


Patricia J. Harrison



Michele M. Michael

ACCEPTANCE AS INITIAL REGISTERED AGENT

The undersigned, on this 17th day of May, 1995, hereby accepts its designation in the foregoing Articles of Incorporation as Registered Agent for SITE INTEGRATED a Florida corporation. SERVICES, INC.

Agnes Hollingshead
AGNES HOLLINGSHEAD
Attorney at Law

ACKNOWLEDGMENT

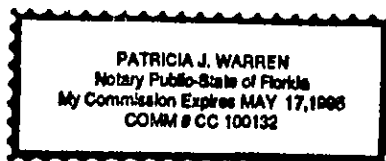
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17th day of May, 1995, by AGNES S. HOLLINGSHEAD, individually for and on behalf of said corporation, who is personally known to me and who did take an oath.

WITNESS my hand and official seal.

Patricia J. Warren
NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED
1995 JUN 14 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA