

#P95000051689

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Will be filmed

When RECEIVED.

7/13/95 CORPORATE DETAIL RECORD SCREEN
NUM: P95000051689 ST:FL ACTIVE/FL PROFIT FLD: 06/28/1995
NAME : MAIN STREET PSYCHIATRIC ASSOCAITES, INC.
PRINCIPAL: 121 NORTH OSCEOLA AVE.
ADDRESS SUITE 300
CLEARWATER, FL 34615
RA NAME : LOGAN, FRANK C
RA ADDR : 121 NORTH OSCEOLA AVE.
SUITE 300
CLEARWATER, FL 34615 US
ANN REP : * NONE FILED *

4:17 PM

1. MENU, 3. OFFICERS

ENTER SELECTION AND CR:

W-13473 855,169

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

121 NORTH OSCEOLA AVENUE, SUITE 300

P. O. BOX 2774

CLEARWATER, FLORIDA 34617

TELEPHONE (813) 447-7373

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PLEASE REPLY TO

P. O. Box 2774
Clearwater, FL 34617-2774

July 5, 1995

C. TERESA WARRICK
RUSSELL P. ARTHUR
EDWARD P. BROWN
JACK S. CANBY
DARIN V. CLARK
WILLIAM F. DAVENPORT, JR.
KEVIN D. DAVENPORT, JR.
DALE W. DEANEY
CAROL P. DEANEY
KIM E. DEW
KIM A. GRANT, JR.
TERMAN D. GRAVES
FRANK J. GUNCO
TERMAN D. HARRIS
TROY W. HARRIS
MICHAEL H. HODGE
PATRICIA J. KELLY
JOHN D. KENNAN
EVYLYN R. KUTTLER
JOHN C. LAMPERT
FRANK C. LINDAN
SAMUEL MANN, JR.
DAN F. MANN
V. J. MANN
CHARLES F. MANN
WILLIAM F. MANN
ELIZABETH L. MANN
JOHN H. MANN

SUITE 1500 SOUTHTRUST BANK BUILDING
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705 CORTADO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3706
FAX (813) 633-3707

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Attention: Ms. Loria Poole

RE: Main Street Psychiatric Associates, Inc.

Dear Ms. Poole:

As discussed, enclosed please find an original and one copy of replacement page 4 of the Articles of Incorporation for the above-referenced corporation and our signed check in the amount of \$122.50 for the filing fee. It would be appreciated if you would file the original and return one certified copy along with the unsigned check that was sent to you with our original filing.

Thank you so much for help in this matter.

Very truly yours,

HARRIS, BARRETT, MANN & DEW

Louise Pagan
Louise Pagan
Secretary

Enclosures

ARTICLES OF INCORPORATION
OF
MAIN STREET PSYCHIATRIC ASSOCIATES, INC.

ARTICLE I
Name and Address

The name of this corporation is Main Street Psychiatric Associates, Inc., whose place of business is located at 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

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 one thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office and the corporate principal office address of this corporation are the same, located at 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615 and the name of the initial registered agent of this corporation at that address is Frank C. Logan.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have seven director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Frank C. Logan	121 N. Osceola Avenue Suite 300 Clearwater, FL 34615	President/ Director
Louise Pagan	121 N. Osceola Avenue Suite 300 Clearwater, FL 34615	Vice President/ Director
Donna C. Miller	121 N. Osceola Avenue Suite 300 Clearwater, FL 34615	Secretary/ Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Frank C. Logan	121 North Osceola Avenue Suite 300 Clearwater, FL 34615

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of

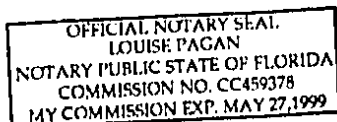
June, 1995.

FRANK C. LOGAN, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRANK C. LOGAN, to me personally known or who has produced 1/A as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 27th day of June, 1995.



Louise Pagan
Notary Public
Print Name Louise Pagan
My Commission Expires: 5/27/99

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for Main Street Psychiatric Associates, Inc. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

FRANK C. LOGAN

FILED
95 JUN 28 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000051689

LAW OFFICES

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July 20, 1995

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EUGENE P. BIRDA
JAMES CAREY
DARCY R. CLARK
WILLIAM F. DAVENPORT JR.
KENNETH C. DWYER JR.
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V. JEAN OWENS
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Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: AMENDMENT TO ARTICLES OF INCORPORATION OF
MAIN STREET PSYCHIATRIC ASSOCIATES, INC.
CHARTER #P95000051689

ARTICLES OF ORGANIZATION OF
MAIN STREET PSYCHIATRIC ASSOCIATES, L.C.

Gentlemen:

Enclosed for filing please find the following documents:

1. Original and copy of a Certificate of Amendment to Articles of Incorporation for Main Street Psychiatric Associates, Inc., changing the name to Warren Psychiatric Associates, Inc.;
2. Original and copy of Articles of Organization for Main Street Psychiatric Associates, L.C.;
3. Check payable to Florida Department of State in the amount of \$425.00; \$87.50 representing the filing fee of \$35.00 and certification fee of \$52.50 for the Amendment and \$337.50 for the filing fee and certified copy of Articles of Incorporation for the liability company.

SHARON L. TALA

JUL 21 1995

3500 amendment
52.50 CC
87.50

95 JUL 21 1995
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Corporate Records Bureau
July 20, 1995
Page 2

It would be appreciated if you would file these and forward a certified copy of each to this office. If you have any questions regarding these filings, please feel free to contact me.

Very truly yours,

HARRIS, BARRETT, MANN & DEW


Deborah Pointer Kynes

DPK/dcm
Enclosures

VIA FEDERAL EXPRESS

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
MAIN STREET PSYCHIATRIC ASSOCIATES, INC.

MAIN STREET PSYCHIATRIC ASSOCIATES, INC., a Florida corporation, under its corporate seal and the hand of its President, FRANK C. LOGAN, and its Secretary, DONNA C. MILLER, hereby certifies that:

The Board of Directors of said corporation, at a meeting called and held on the 19th day of July, 1995, adopted the following resolution:

1. RESOLVED that Article I of the Articles of Incorporation of this corporation is hereby amended so as to read:

"ARTICLE I

Name and Address

The name of this corporation is: WARREN PSYCHIATRIC ASSOCIATES, INC., whose place of business is located at 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615."

2. All other Articles set forth in the Articles of Incorporation filed June 28, 1995, are hereby ratified and confirmed.

3. This Amendment to Articles of Incorporation was adopted by the Board of Directors without shareholders action, shareholders action not being required, in accordance with Article XIII of the Articles of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary this ____ day of July, 1995.

MAIN STREET PSYCHIATRIC ASSOCIATES, INC.

By: _____ (SEAL)
Frank C. Logan, President

Attest:

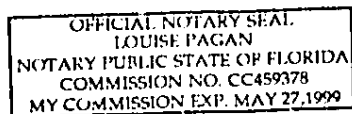
Donna C. Miller, Sec.

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared FRANK C. LOGAN and DONNA C. MILLER, as President and Secretary respectively, of the above Corporation, to me personally known or who have produced AI/A as identification and who did take an oath, known to me to be the persons described in and who executed the foregoing Certificate of Amendment and they acknowledged before me that they executed the same for the uses and purposes therein mentioned and in the capacity so stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 2nd day of July, 1995.



Louise Pagan
Notary Public
Print Name LOUISE PAGAN
My Commission Expires: 5/27/99