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SECRETARY OF STATE
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August 17, 1995

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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RE: Articles of Incorporation
PREMIER BEHAVIORAL SYSTEMS, INC.

Secretary of State:

Enclosed, please find the original and (1) one copy of my client's Articles of Incorporation for PREMIER BEHAVIORAL SYSTEMS, INC., together with his check in the amount of \$122.50, representing the filing fee.

Kindly send the undersigned a stamped-in, certified copy of the Articles. A self-addressed envelope is attached for your convenience. Should you need anything further, please contact me. Thank you.

Very truly yours,


LISA V. LESPERANCE

LVL/dm

Encls.

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18/12

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PREMIER BEHAVIORAL SYSTEMS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST - NAME:

The name of the Corporation is: PREMIER BEHAVIORAL SYSTEMS, INC. and its address is 7783 Cedar Hurst Court, Lake Worth, Florida 33467.

SECOND - DURATION:

The period of duration of the Corporation is perpetual.

THIRD - PURPOSE:

The purpose or purposes for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

FOURTH - CAPITAL STOCK:

The aggregate number of shares which the Corporation is authorized to issue is FIVE HUNDRED (500). Such shares shall be of common stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share.

The holder of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation. The shares of the corporation are not to be divided into classes.

FIFTH - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this Corporation is 7783 Cedar Hurst Court, Lake Worth, Florida 33467 and the registered agent of this corporation at that address is: JOSEPH A. LUPO.

SIXTH - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) Director. The number of Directors may be either decreased or increased from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is: JOSEPH A. LUPO, 7783 Cedar Hurst Court, Lake Worth, Florida 33467.

SEVENTH - INITIAL INCORPORATOR:

The name and address of the initial incorporator and person signing these Articles is: JOSEPH A. LUPO, 7783 Cedar Hurst Court, Lake Worth, Florida 33467.

EIGHTH - AMENDMENT:

The shareholders shall have the power to adopt, amend, alter, change, or repeal the any provisions contained in the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with no less than a majority vote of the common stock.

NINTH - SALE OR TRANSFER OF SHARES:

Shares held by the initial shareholders may not be sold or otherwise transferred to another person unless first offered to the remaining shareholders or to this Corporation, the price and terms of which, at the time within which those shares, may be offered and sold, shall be further specified at the price at which it is

offered to others.

TENTH - PURCHASE OF SHARES:

The shareholders shall have the pre-emptive right to purchase shares at prices, terms and conditions that shall be fixed by the Board of Directors, such of the stock of this Corporation as may be used for money, or any property or service from time to time, in addition to that stock authorized and issued by the corporation.

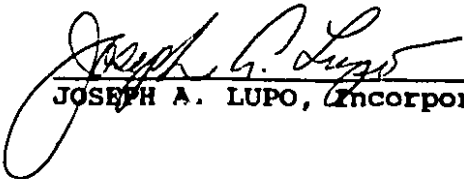
ELEVENTH - BYLAWS:

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

TWELFTH - INDEMNIFICATION:

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami, Dade County, Florida this 17th day of August, 1995.


JOSEPH A. LUPO, Incorporator

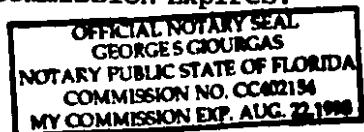
STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared JOSEPH A. LUPO who is personally known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. (FL DL #: L100-481-51-047-0)

WITNESSED my hand and seal in the County and State last aforesaid this 18 day of August, 1995.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE FIFTH ARTICLE OF
THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO
ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGES OF HIS DUTIES.

DATED THIS 18 DAY OF AUGUST, 1995.

by:


JOSEPH A. LUPU, Registered Agent