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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET SUITE 200
TALLAHASSEE, FL 32399 MIAMI FL 33135-03-
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

((H98000001374))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALLAPATTASH COMMUNITY MENTAL HEALTH CENTER, INC.
FAX AUDIT NUMBER: H98000001374 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/29/1996 TIME REQUESTED: 12:29:58
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 29 PM 2:44
DIVISION OF CORPORATIONS

1/30

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95 JAN 29 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATIONOFALLAPATTAH COMMUNITY MENTAL HEALTH CENTER, INC.

The undersigned subscribers to these Articles of incorporation, each a natural person, domestic or foreign corporation, partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. - NAME

The name under which this corporation will conduct its business and be known and recognized is:

ALLAPATTAH COMMUNITY MENTAL HEALTH CENTER, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

COMMUNITY MENTAL HEALTH CENTER

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this Corporation is authorized to have outstanding any one time are

Sixty (60) Shares No Par Value.

Carlos A. Santos II
Attorney at Law
6780 Coral Way, 2nd Floor
Miami, FL 33155

CARLOS A. SANTOS
FBN. 249009

6780 CORAL WAY
MIAMI, FL 33145

(305) 441-8848

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Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect take place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the State of Florida is:

1644 N.W. 17th Avenue, Miami, Florida 33150

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The registered office address for this corporation in the State of Florida will be:

1644 N.W. 17 Avenue, Miami, Fla 33150

Its registered agent:

Luisa Caballero

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The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholders meetings will take place once a year or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in not even shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the board or Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have two Director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

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The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer or any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer

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of the corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are director individually, or any firm of which any directors or officers of, such other corporation; any director may be a member, may be party to, or may pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board or

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Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first board of Directors are:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
LUISA CABALLERO	30 SHARES	1644 N.W. 17 AVENUE, MIAMI, FLA
MARIA PERALTA	30 SHARES	1644 N.W. 17 AVENUE, MIAMI, FLA

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
LUISA CABALLERO	1644 N.W. 17 AVENUE, MIAMI, FLA
MARIA PERALTA	1644 N.W. 17 AVENUE, MIAMI, FLA

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ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restate articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this day of SEPTEMBER 1995.

Luisa Caballero (SEAL)
Maria Peralta (SEAL)

STATE OF FLORIDA
 COUNTY OF DADA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared

LUISA CABALLERO & MARIA PERALTA

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

H96000001374

IN WITNESS WHEREOF I set my hand and official seal
in the County and State named above this 21 day of SEPTEMBER 1995.

My



Maria E. Santos
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENTS UPON
WHOM PROCESS MAY BE SERVED.

in pursuant to Chapter 48.091 Florida Statutes, the
following is submitted, in compliance with said Act:

First That ALLAPATTAH COMMUNITY MENTAL HEALTH CENTER INC.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of MIAMI County of DADE State of Florida
has named, LUISA CABALLERO located at
1644 N.W. 17 AVENUE, MIAMI, FLA County of DADE State of FLORIDA as
its agent to accept services of process within the State.

ACKNOWLEDGMENT,

having been named to accept service of
process for the above stated corporation, at place designated
in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative
to keeping open said office.

By: *Walter Rosalita*
Resident Agent

FILED
96 JAN 29 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000009097

September 18th, 1997.

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

RE: Articles of Merger

400002302654--1
-09/24/97--01090--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed you will find two (2) copies of the Articles of Merger, a check for the amount of Thirty Five Dollars (\$35.00) and a self address stamped envelope.

We would like to thank you in advanced for your prompt attention and cooperation in this matter.

Sincerely,

400002302654--1
-09/24/97--01090--006
*****35.00 *****35.00

Luisa Caballero Pres.
Luisa Caballero - President

FILED
97 SEP 24 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
TEL SEP 24 1997

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ALLAPATTAH MEDICAL CENTER, INC., a Florida corporation, L49852.

INTO

**ALLAPATTAH COMMUNITY MENTAL HEALTH CENTER, INC., a Florida
corporation, P96000009097.**

File date: September 24, 1997

Corporate Specialist: Thelma Lewis

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARTICLE I: PLAN OF MERGER

a) Name:

The name of the merging Corporation is **Allapattah Medical Center, Inc.** filed under the laws of the State of Florida on February 14, 1990, merging into the surviving Corporation **Allapattah Community Mental Health Center, Inc.** filed under the laws of the State of Florida on January 29, 1996. The name of the Corporation after merging shall be the name of the surviving Corporation **ALLAPATTAH COMMUNITY MENTAL HEALTH CENTER, INC.**

b) Terms and Conditions are as follow:

The terms and conditions of the merger shall remain the same as they are described on the surviving Corporation **ALLAPATTAH COMMUNITY MENTAL HEALTH CENTER, INC.**

This Corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the Corporation to that effect take place.

c) Capital Stock

The shares, obligations, or other securities of **Allapattah Medical Center, Inc.**, which is the merging Corporation automatically goes as part of the surviving Corporation **Allapattah Community Mental Health Center, Inc.**

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment for the issuance of shares.

All the aforementioned stocks to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasure shares or convertible securities.

ARTICLE II: DATE

The effective date of the merger is today's date September 18, 1997.

ARTICLE III: SHAREHOLDER APPROVAL.

The solely Director, resident agent and shareholder of the merging corporation ("Allapattah Medical Center, Inc.") Luisa Caballero, agrees to all the terms and conditions previously described. The date of adoption of shareholder is today's date September 18, 1997.

Luisa Caballero Pres.
Luisa Caballero - President
Allapattah Medical Center, Inc.

9-18-1997
Date

The solely Director, resident agent and shareholder of the surviving corporation ("Allapattah Community Mental Health Center, Inc.") Luisa Caballero, agrees to all the terms and conditions previously described. The date of adoption of shareholder is today's date September 18, 1997.

Luisa Caballero Pres.
Luisa Caballero - President
Allapattah Community Mental Health Center, Inc.

9-18-1997
Date

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Merger this 18th day of September, 1997.

Luisa Caballero
Luisa Caballero - President
Allapattah Medical Center, Inc.

Luisa Caballero
Luisa Caballero - President
Allapattah Community Mental
Health Center, Inc.