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Charter Number Only

716

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
305-371-4000

VALIDATION ONLY

2-6-96 Vanessa

Josely Smith-Romaly

141 N.E. Bradway #PH

Miami, FL 33130

374-0900

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*****122.50 *****122.50

CORPORATION(S) NAME

Continuum Clinical CARE, Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

96 FEB 7 11
DIVISION OF CORPORATIONS

EXP. Toll Free: 1-800-432-3028

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

CERTIFIED COPY

2/7/96
[Signature]

**ARTICLES OF INCORPORATION
OF
CONTINUUM CLINICAL CARE, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

RECORDED
FEB - 7 1973
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **CONTINUUM CLINICAL CARE, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be 5012 S.W. 138 Avenue Circle, Miami, Florida 33175.

ARTICLE III

This corporation is organized for the sole and specific purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607, including without limitation, the providing of psychological and psychiatric services to the general public via a program furnished by a community mental health center which is a distinct and organized intensive ambulatory treatment servicing less than 24-hour-daily care, and/or business directly and indirectly related thereto.

ARTICLE IV

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time is Five Hundred (500) Shares of Common Stock, which shall have a par value of One Dollar (\$1.00).

ARTICLE V

The name and address of the initial Registered Agent is:

Orlando D. Cabeza, Esquire
Smith DeMahy Drake Cozad & Cabeza, P.A.
Bayside Office Center, Penthouse
141 Northeast Third Avenue
Miami, Florida 33132.

ARTICLE VI

The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one. The method of election of directors will be as stated in the By-Laws. The names and addresses of the initial Board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified, are:

Dr. Bertha O. Bagaria
750-8 N.W. 106 Avenue
Miami, Florida 33172

Dr. Jorge Barb
19560 N.W. 88 Avenue
Miami, Florida 33015

Mr. Jorge J. De Guzman
5012 S.W. 138 Avenue Circle
Miami, Florida 33175

ARTICLE VII

The offices to be held by the above named Directors are as follows:

Dr. Bertha O. Bagaria	President
Dr. Jorge Barb	Vice President/Secretary
Mr. Jorge J. De Guzman	Vice President/Treasurer

ARTICLE VIII

The name and address of the Incorporator to these Articles of Incorporation is:

Mr. Jorge J. De Guzman
5012 S.W. 138 Avenue Circle
Miami, Florida 33175

ARTICLE IX

The transferability or assignment of the stock of the corporation has been restricted pursuant to that certain Shareholders' Agreement that will or has been entered into by and between the shareholders of the corporation.

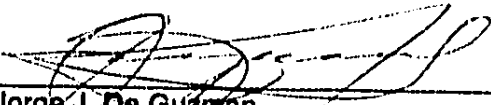
ARTICLE X

The shareholders of the corporation have entered or will be entering into a certain Shareholders' Agreement.

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5 th day of February, 1996.

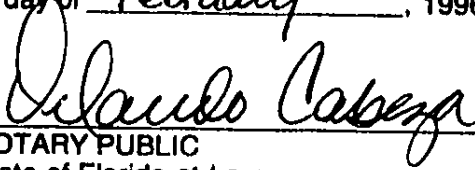


Jorge J. De Guzman

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

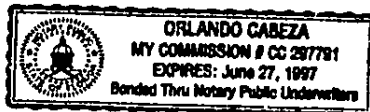
Before me, a notary public authorized to take acknowledgments in the State and County last aforesaid, personally appeared JORGE J. DE GUZMAN, personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 th day of February, 1996.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



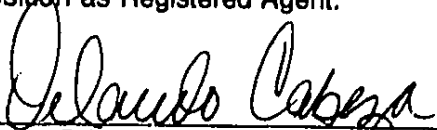
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.


1. The name of the corporation is: **Continuum Critical Care, Inc.**
2. The name and address of the Registered Agent and office is:

**Orlando D. Cabeza, Esquire
Smith DeMahy Drake Cozad & Cabeza, P.A.
Bayside Office Center, Penthouse
141 Northeast Third Avenue
Miami, Florida 33132**

Having been named as the Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Orlando D. Cabeza, Esquire



Date