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MICHAEL P. WOODBURY, ESQ.

4656 N.W. 97TH PLACE • MIAMI, FLORIDA 33178 • TEL: (305) 599-2603

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 3, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

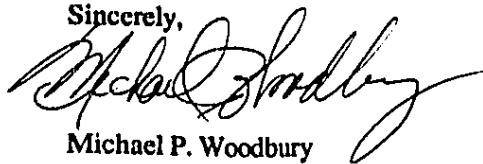
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Re: Behavioral Services, Inc.

I have enclosed an original and one (1) copy of the Articles of Incorporation, and the original Certificate of Designation of Registered Agent/Registered Office for the above-referenced proposed Florida corporation, together with a check in the amount of \$122.50 for its incorporation (\$35.00 for the filing fee; \$35.00 for the Designation of Registered Agent; and \$52.00 for the optional Certified Copy).

If you need anything further, please feel free to call (305) 577-3127 collect. Thank you for your attention to this matter.

Sincerely,


Michael P. Woodbury

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MICHAEL P. WOODBURY, ESQ. - 4656 N.W. 97TH PLACE - MIAMI, FLORIDA 33178

ARTICLES OF INCORPORATION

of

BEHAVIORAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be Behavioral Services, Inc. (the "Corporation").

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

Behavioral Services, Inc.
4656 N.W. 97th Place
Miami, Florida 33178

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500, all of which shall be Common Stock, each share having a par value of \$1.00. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters upon which stockholders have the right to vote.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the Corporation is:

Michael P. Woodbury, Esq.
701 Brickell Avenue, Suite 2100
Miami, Florida 33131

ARTICLE VI - INCORPORATORS AND DIRECTORS

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

Kimberly A. Woodbury
4656 N.W. 97th Place
Miami, Florida 33178

The name and street address of the initial director of the Corporation is:

Kimberly A. Woodbury, President and Secretary
4656 N.W. 97th Place
Miami, Florida 33178

ARTICLE VII - PURPOSE OF THE CORPORATION

The purpose of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida General Corporation Act, shall be to engage in

any activities and business permitted under the laws of the United States or the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 3rd day of February, 1996.

Kimberly A. Woodbury
Kimberly A. Woodbury

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this 3rd day of February, 1996, before me, a Notary Public in and for the State of Florida, personally appeared Kimberly A. Woodbury, who is personally known to me to the person named as the incorporator in the foregoing Articles of Incorporation of Behavioral Services, Inc., and who acknowledged to me that she executed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.

Michael P. Woodbury
Notary Public, State of Florida

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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Pursuant to the provisions of §§ 607.0501 or 617.0501, Fla. Stat., 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Behavioral Services, Inc.
2. The name and street address of the registered agent and office is:

Michael P. Woodbury, Esq.
701 Brickell Avenue, Suite 2100
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 THIS 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.

SIGNATURE: 

DATE: Feb 3, 1996