

P96000017061

NIGHT PROWLER, INC.
8791 SW 49 Street
Miami, Fl
33165

February 12, 1996

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

FILED
95 FEB 20 PM 2:00
TALLAHASSEE, FLORIDA

RECEIVED
2-12-96

700001720197
-02/21/96--01030--012
***122.50 ***122.50

Gentlemen,

Enclosed please find the Articles of Incorporation for Night Prowler, Inc. and a check in the amount of \$122.50 to cover the filing of these articles.

Very Truly Yours,

Osmani Machado
Incorporator

F. CHESSER FEB 23 1996

ARTICLES OF INCORPORATION
OF
NIGHT PROWLER, INC.

The undersigned, acting as incorporator of Night Prowler, Inc. under the Florida Business Corporation Act, adopts the following articles of incorporation.

2-12-96

ARTICLE I - NAME

The name of the corporation is:

Night Prowler, Inc.

FILED
96 FEB 20 PM 2:09
TALLAHASSEE, FLORIDA

ARTICLE II - ADDRESS

The mailing address of the corporation is:
8791 SW 49 Street
Miami, Fl
33165

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on February 12, 1996.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8791 SW 49 Street, Miami, Fl 33165 and the name of the corporation's initial registered agent at that address is Osmani Machado.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and street address of the initial director is:

NAME:	ADDRESS:
Osmani Machado	8791 SW 49 Street Miami, Fl 33165

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME:	ADDRESS:
Osmani Machado	8791 SW 49 Street Miami, Fl 33165

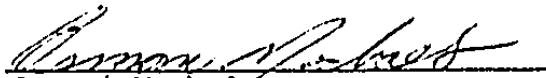
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation the 12th day of February 1996.


Osmani Machado
Incorporator

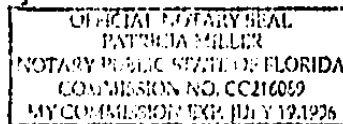
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96 FEB 20 PM 2:00
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Osmani Machado known to me and known by me to be the person who executed the foregoing articles of incorporation, and he/she acknowledged before me that he/she executed the articles of incorporation.

In witness whereof, I have hereunto set my hand and seal in the state and county aforesaid this 12th day of February 1996.

Patricia Miller
Notary Public



ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with and accept the obligations of that position.

Osmani Machado
Osmani Machado

P96000017061

Nyxlie Machado
8563 N.W. 164th
Miami, FL 33016

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>NC</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*****35.00 *****35.00

~~WALK IN~~

FILED
97 APR 11 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/14

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

Nyxlle Machado
8563 N.W. 164 St.
Miami, FL 33016

SUBJECT: NIGHT PROWLER, INC.
Ref. Number: P96000017061

We have received your document for NIGHT PROWLER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 297A00015391

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 APR 11 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Night Prowler, Inc.

number of this corporation is P91000017061
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

article I - name delete - Night Prowler, Inc.
add - Psychiatric Nursing Consultations,
Inc.

article II - address - delete 8791 SW 49th Miami, FL 33165
add 8563 N.W. 164th Miami, FL 33016

article III - commencement of existence
change to: January 1st 1997

article VI - change to director Nyxlie Machado
address 8563 N.W. 164th Miami, FL 33016

article VII director Nyxlie Machado
change to address 8563 N.W. 164th Miami, FL 33016

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 1st, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of March, 19 97.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Osmani Machado
Typed or printed name

President
Title

P96000017061

Nyxlic Machado
8563 N.W. 164th
Miami, FL 33016

Office Use Only

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1. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
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<input type="checkbox"/>	Merger

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 APR 11 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/14

(Signature)

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. McArthur
Secretary of State

March 26, 1997

Nyxlie Machado
8563 N.W. 164 St.
Miami, FL 33016

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Ref. Number: P96000017061

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Steven Harris
Corporate Specialist

Letter Number: 297A00015391

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 APR 11 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Night Prowler, Inc.
number of this corporation is P96000017041
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

article I - name delete - Night Prowler, Inc.
add - Psychiatric Nursing Consultations,
Inc.

article II - address - delete 8791 SW 49th Miami, FL 33165
add 8563 N.W. 164th Miami, FL 33016

article III - commencement of existence
change to: January 1st 1997

article VI - change to director Nyxlie Machado
address 8563 N.W. 164th Miami, FL 33016

article VII director Nyxlie Machado
change to address 8563 N.W. 164th Miami, FL 33016

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 15th, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of March, 19 97.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Osmani Machado
Typed or printed name

President
Title