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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

SUBTOTALS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTH DADE BEHAVIORAL HEALTH CENTER, INC.

ARTICLE I-NAME

The name of this corporation is SOUTH DADE BEHAVIORAL HEALTH CENTER, INC.

ARTICLE II- DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V- INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130. The name and address of the initial registered agent for the corporation is Benjamin R. Metsch, Metsch & Metsch, P.A., 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE VI- BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Roberto Gonzalez	5701 Collins Avenue Room #821 Miami Beach, Florida
Margarita Gonzalez	5701 Collins Avenue Room #821 Miami Beach, Florida
Raul R. Santana	6039 Collins Avenue PH #16 Miami Beach, Florida
Estela Santana	6039 Collins Avenue PH #16 Miami Beach, Florida

ARTICLE VIII- OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Roberto Gonzalez	President
Raul R. Santana	Vice-President
Margarita Gonzalez	Treasurer
Estela Santana	Secretary

ARTICLE IX- INDEMNIFICATION

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

ARTICLE X- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 3rd day of April, 1996.



BENJAMIN R. METSCH
(Incorporator)

STATE OF FLORIDA)

COUNTY OF DADE)

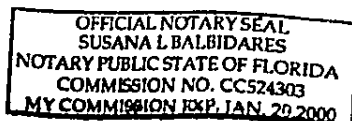
Before me, a Notary Public authorized in the State and County set forth above, personally appeared BENJAMIN R. METSCH, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of SOUTH DADE BEHAVIORAL HEALTH CENTER, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of April, 1996.



NOTARY PUBLIC, State of Florida

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF FLA. STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 24 DAY OF April, 1996.

METSCH & METSCH, P.A.

By:


BENJAMIN R. METSCH