

1996000052643

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 9-000010  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NATIONAL BEHAVIORAL CONSULTANTS, INC.  
FAX AUDIT NUMBER: H96000008618  
DATE REQUESTED: 06/19/1996  
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METHOD OF DELIVERY: FAX  
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96 JUN 20 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

96 JUN 20 AM 8:01

JAN-01-1900 01103 FROM

TO

P.14

**ARTICLES OF INCORPORATION**

**OF**

**NATIONAL BEHAVIORAL CONSULTANTS, INC.**

FILED  
96 JUN 20 AM 11:42  
1904922400  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(5)

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is:

**NATIONAL BEHAVIORAL CONSULTANTS, INC.**

**ARTICLE II. PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

**ARTICLE III. TERM OF EXISTENCE**

The corporation shall have perpetual existence starting on the date these articles are filed with the Florida Department of State.

**ARTICLE IV. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation are:

4013 N. Ocean Drive, #305  
Lauderdale By The Sea, Florida 33308

**ARTICLE V. CAPITAL STOCK**

The capital stock of the corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

Prepared by: Roy E. Granoff, Esq.  
12315 N. Kendall Dr., Suite 400  
Miami, Florida 33186  
(305)596-0200  
Florida Bar No. 287772

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**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 12515 N. Kendall Dr., Suite 400, Miami, Florida 33186. The name of the initial registered agent at that address is Law Offices of Roy E. Granoff, P.A.

**ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the first board of directors is:

Ernest N. Burson, III  
4013 N. Ocean Drive, #305  
Lauderdale By The Sea, Florida 33308

**ARTICLE VIII. SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscriber is:

Ernest N. Burson, III,  
4013 N. Ocean Drive, #305  
Lauderdale By The Sea, Florida 33308

**ARTICLE IX. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on June 12, 1996.

JAN-01-1993 01:10 FROM

TO

19049224000 P.16

Ernest N. Burson, III  
ERNEST N. BURSON, III

STATE OF FLORIDA }  
COUNTY OF DADE } ss.

The foregoing articles of incorporation were acknowledged before me this 19<sup>th</sup> day of June, 1996 by ERNEST N. BURSON, III who produced Florida Driver's License No. B625-214-48-367-0 as identification.

RM  
Notary Public

My Commission Expires:



ROY A. GRANOFF  
My Commission C0810878  
Expires Aug. 24, 1997  
Bonded by HAI  
810-422-1995

**CERTIFICATE OF DESIGNATING (OR CHANGING) PLACE  
OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST - That NATIONAL BEHAVIORAL CONSULTANTS, INC., organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Dade County, Florida, has named Law Offices of Roy E. Granoff, P.A., Registered Agent, and 12515 N. Kendall Dr., Suite 400, Miami, Florida 33186 as the place where service of process may be served within this state.

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.

  
Roy E. Granoff, P.A.  
Registered Agent

nationalcorp  
corp

FILED  
96 JUN 20 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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P96000052643

**NATIONAL BEHAVIORAL CONSULTANTS, INC.**

1700 E. Olan Boulevard  
Suite 102  
Ft. Lauderdale, Florida 33301

September 15, 1997

600002301466--9  
-09/23/97--01095--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Filing of Articles of Amendment - National Behavioral Consultants, Inc**

Dear Sir or Madam:

Please file the enclosed Articles of Amendment for National Behavioral Consultants, Inc.  
The filing fee of \$35.00 is enclosed.

Thank you for your assistance in this matter.

Sincerely,

*Ernest N. Burson*

Ernest N. Burson  
Chairman/President

Enclosure  
cc: file

**FILED**  
97 SEP 23 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ME*  
*9/29*      *N/C Amend*

**ARTICLES OF AMENDMENT  
OF  
NATIONAL BEHAVIORAL CONSULTANTS, INC.**

**FILED**  
97 SEP 23 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of National Behavioral Consultants, Inc. ("Corporation") are hereby amended as follows:

1. ARTICLE I is hereby amended to read as follows:

**ARTICLE I. NAME**

The name of the corporation is

**NBC HEALTHCARE, INC.**

2. ARTICLE V is hereby amended to read as follows:

**ARTICLE V. CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is ten million (10,000,000) shares, all of which shall be common shares with \$1.00 par value.

3. The foregoing amendment was adopted on September 15, 1997.
4. The following shareholders of the Corporation were entitled to vote separately on the amendment, and the number of votes cast for the amendment by each shareholder was as follows:

Shareholder	Number of Affirmative Votes	Percentage
Ernest N. Burson	75	100%
Total	75	100%

The number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment, this \_\_\_\_ day of September, 1997.

Ernest N. Burson  
Ernest N. Burson  
President

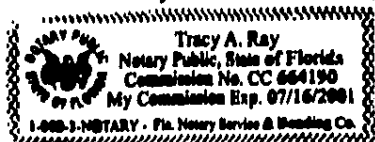
Joy H. Stritikus  
Joy H. Stritikus  
Secretary

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Ernest N. Burson, to me known to be the person described as President in the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment.

WITNESS my hand and official seal this 16<sup>th</sup> day of September, 1997.



Tracy A. Ray  
Tracy A. Ray  
Notary Public  
State of Florida

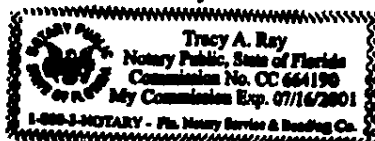
My Commission Expires: 7/16/2001

STATE OF FLORIDA :

COUNTY OF BROWARD :

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Joy H. Stritikus, to me known to be the person described as Secretary in the foregoing Articles of Amendment, and she acknowledged before me that she executed said Articles of Amendment.

WITNESS my hand and official seal this 16<sup>th</sup> day of September, 1997.



Tracy A. Ray  
Tracy A. Ray  
Notary Public  
State of Florida

My Commission Expires: 7/16/2001



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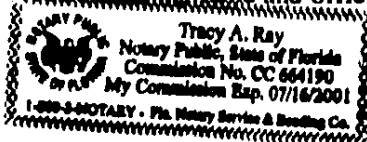
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Notary Public  
State of Florida

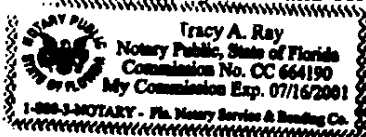
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WITNESS my hand and official seal this 16<sup>th</sup> day of September, 1997.



Tracy A. Ray  
Tracy A. Ray  
Notary Public  
State of Florida

My Commission Expires: 7/16/2001