

P96000062660

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 JUL 26 PM 12:32

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AT JUL 26 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 7/26/96

TIME 9:00

BY CD CK No. _____

WALK-IN
 Will Pick Up _____

RE: Behavioral Dynamics of
Florida, Inc.

	C.O. FEE	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
BEHAVIORAL DYNAMICS OF FLORIDA, INC.

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96 JUL 26 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is: BEHAVIORAL DYNAMICS OF FLORIDA, INC.

ARTICLE II - Purposes

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, the operation of health care facility and other related activities.
2. To act on its own behalf in all legal or equitable proceedings or suits.
3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
7. To enter into, make perform and carry out contracts and agreements of every kind, for any lawful purposes, without limits as to amount, with any person, firm, association or corporation; and to transact any further or other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.
8. To carry on any or all of its operation and businesses and to promote its objectives within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
9. To do any or all of the things herein set forth to the same extent as natural persons might do, in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other and further things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.
10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms and conditions of any other objects, powers or clauses of this Article or any other Articles; but that

the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 1000 shares of common stock having no par value.

ARTICLE IV - Principal Office

The mailing address of the principal office of the corporation is 8351 Blind Pass Road, St. Pete Beach, FL 33706.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8351 Blind Pass Road, St. Pete Beach, Florida, 33706, and the name of the initial registered agent at this address is ROBERT A. DOUGLASS.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by the By-Laws of the corporation. The name and address of the initial director of this corporation are:

TIMOTHY MCINTYRE
President/Secretary/Treasurer/Director

P. O. Box 2585
3740 Kingston Pike #6
Knoxville, TN 37919

ARTICLE VII - Subscriber

The name and address of the person subscribing to these Articles of Incorporation are:

ROBERT A. DOUGLASS

8351 Blind Pass Road
St. Pete Beach, FL 33706

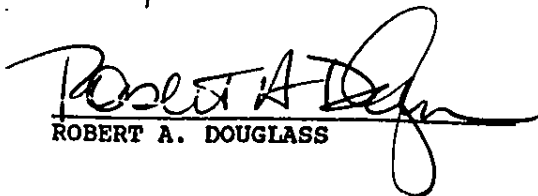
ARTICLE VIII - Duration

This corporation shall have perpetual existence.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 24 day of July, 1996.


ROBERT A. DOUGLASS

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared

ROBERT A. DOUGLASS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

DATED this 25 day of July, 1996.

My Commission Expires



LOHNAINE ARMSTRONG
My Commission Expires 1/1/2000

Lorraine Armstrong
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert A. Douglass
ROBERT A. DOUGLASS

DATED: 7/24/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA