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Emilio Mantero-Atienza, M.D., Ph.D.

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EFFECTIVE DATE

1-8-21-96

August 07, 1996

FILED  
95 AUG 26 AM 9 23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Florida Divisions of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/27/96--01147--012  
\*\*\*122.50 \*\*\*122.50

RE: Rivergate Psychiatric Group, Inc.

Dear Sir/Madam:

Enclosed for filing, please find original articles of incorporation and one copy for the above referenced corporation. I have enclosed the filing fee of \$122.50 for a certified copy of the filing. Finally, please return the stamped articles and certification to me via the enclosed prepaid overnight envelope. Thank you for your assistance.

Very Truly Yours,



Emilio Mantero-Atienza, M.D.,  
Ph.D.

nc AUG 28 1996

EFFECTIVE DATE

8/20/96

ARTICLES OF INCORPORATION

OF

RIVERGATE PSYCHIATRIC GROUP, INC.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

RIVERGATE PSYCHIATRIC GROUP, INC.  
444 Brickell Ave. Suite 701  
Miami, FL 33131

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

FILED  
96 AUG 26 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation which is the \_\_\_\_ day of August, 1996.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

Emilio Mantero-Atienza, M.D., Ph.D.  
444 Brickell Ave. Suite 701  
Miami, FL 33131

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have one(1) Director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be

less than one (1). The name and street address of the initial member of the Board of Directors is:

Emilio Mantero-Atienza, M.D., Ph.D.  
444 Brickell Ave. Suite 701  
Miami, FL 33131

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Emilio Mantero-Atienza, M.D., Ph.D.  
444 Brickell Ave. Suite 701  
Miami, FL 33131

#### ARTICLE X

##### CONFLICT OF INTEREST


No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

#### ARTICLE XI

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 20 day of August, 1996.

  
Emilio Mantero-Atienza,  
M.D., Ph.D.

STATE OF Florida,  
COUNTY OF Dade

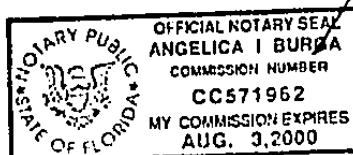
BEFORE ME, a Notary Public, personally appeared Emilio Mantero-Atienza, M.D., Ph.D., to me known to be the person described as Incorporator or who has produced DL M536 200 58 0230 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Dade County, Florida, this 20 day of August, 1996.

My Commission Expires:

Aug 3, 2000

  
NOTARY PUBLIC




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, 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:

That RIVERGATE PSYCHIATRIC GROUP, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Emilio Mantero-Atienza, M.D., Ph.D., 444 Brickell Avenue, Suite 701, Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
Emilio Mantero-Atienza  
M.D., Ph.D.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 AUG 26 AM 9:23

FILED