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Jupiter, Florida 33477

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August 26, 1996

Both Register
Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 28 1996

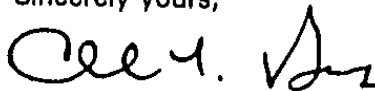
RE: Phoenix Hills, Inc.

Dear Ms. Register:

Enclosed is the Articles of Incorporation for the above referenced corporation, along with our firm's check in the amount of \$122.50 representing filing fees for same.

In the event you have any questions regarding the enclosure, please do not hesitate to contact our office.

Sincerely yours,



Charles H. Burns

CHB/rhb

Enclosure

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 28 AM 9:16

ARTICLES OF INCORPORATION

OF

PHOENIX HILLS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

PHOENIX HILLS, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is organized for the purpose of to be engaged in every aspect and phase of residential care and support services for persons recovering from chemical dependency; and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be **ONE THOUSAND**. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

FILED
28 AUG 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The name of the initial registered agent of this corporation is **JAMES G. LOCKHART**.

The address of the initial registered office of this corporation is **461 Venus Drive, Juno Beach, Florida 33408**.

The principal office of the corporation is the same as registered office.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the member of the initial Board of Directors is:

**JAMES G. LOCKHART
461 Venus Drive
Juno Beach, Florida 33408**

ARTICLE EIGHT

The names and addresses of the incorporators are:

**JAMES G. LOCKHART
461 Venus Drive
Juno Beach, Florida 33408**

ARTICLE NINE

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

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.


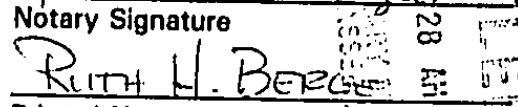
ARTICLE ELEVEN

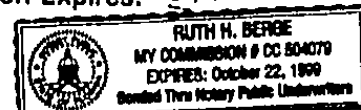
This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.


JAMES G. LOCKHART

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of August, 1996 by JAMES G. LOCKHART, in the County and State set forth above, and she is personally known to me or produced FL DR. LICE. as identification and did/did not take an oath.

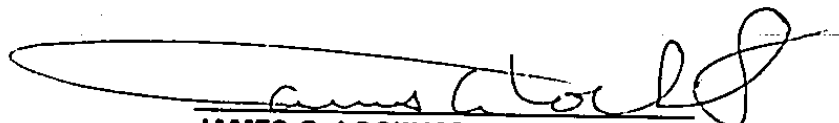

Notary Signature

Printed Notary Signature
My Commission Expires: 66 AUG 28 AM 9:16



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, my office address of which is 461 Venus Drive, Juno Beach, Florida 33408. I hereby accept the foregoing designation of Registered Agent for **PHOENIX HILLS, INC.**

Dated at Jupiter, Florida on this 23rd day of August, 1996.


JAMES G. LOCKHART