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ARNALDO VÉLEZ, P.A.

ARNALDO VÉLEZ
ATTORNEY AT LAW

200 UNIVERSITY DRIVE
CORAL GABLES, FL 33134

TELEPHONE (305) 461-0400
TELECOPIER (305) 461-0400

August 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

800001985879
08/29/96--01068--012
****245.00 ****122.50

RE: Midtown Community Mental Health Center, Inc.
Millennium Behavioral Care Systems, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation for the referenced corporations, together with our firm's check in the sum of \$245.00 covering your fee for incorporating both of these.

Should you have any questions, please contact the undersigned.

Very truly yours,


ARNALDO VÉLEZ

AV/gv
Enc.

FILED
96 AUG 29 PM 12:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AL SEP 05 1996

ARTICLES OF INCORPORATION
OF

MIDTOWN COMMUNITY MENTAL HEALTH CENTER, INC.

FILED
96 AUG 29 PM 12:28
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I:

The name of this Corporation is:
Midtown Community Mental Health Center, Inc.

ARTICLE II:

The principal office and mailing address of the corporation shall be 255 University Drive, Coral Gables, FL 33134.

ARTICLE III:

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV:

The Corporation is authorized to issue 7,500 shares of common stock, par value of \$1.00 per share.

ARTICLE V:

The name of the initial registered agent, and the street address of the initial registered office of the corporation are: Arnaldo Vélez, 255 University Drive, Coral Gables, FL 33134.

ARTICLE VI:

This Corporation shall not issue preferred shares or a special class of shares in a series.

ARTICLE VII:

The shareholders are not entitled to preemptive rights.

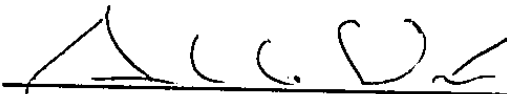
ARTICLE VIII:

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and address of the initial director of the corporation is: Arnaldo Vélez, 255 University Drive, Coral Gables, FL 33134.

ARTICLE IX:

The name and address of the Incorporator of the corporation is Arnaldo Vélez, 255 University Drive, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of August, 1996.



Arnaldo Vélez, Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

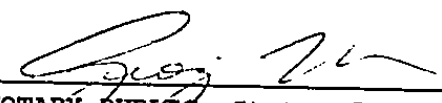
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared Arnaldo Vélez, known to me and known by me or who-produced-
_____ as identification, who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of August, 1996.

My Commission Expires:



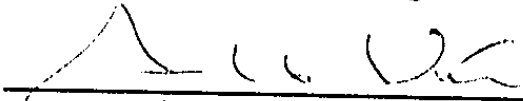
OFFICIAL SEAL
GEORGIA VALDES
My Commission Expires
Feb. 9, 1997
Comm. No. CC 258179



NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent contained in the foregoing Articles of
Incorporation.



ARNALDO VÉLEZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED