

Brief Therapy Center, Inc.

276 Northeast 27th Street

Miami, FL 33137

Phone: (305)573-6657 Fax: (305)576-2355 Email: BriefCfr@aol.com

P96000087873

April 16, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-04/19/99-01132--004
*****35.00 *****35.00

RE: Brief Therapy Center, Inc.

Dear Sir or Madam:

Enclosed please find revisions made to our Articles of Incorporation for Brief Therapy Center, Inc. and a check for \$35.00 dollars.

If you should require further information, please do not hesitate to contact me.

Sincerely,



Marianela Caballero
Office Manager

Enclosure

*Amend
4-21-99
BTS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 19 PM 4:31

FILED

Karin Esposito, M.D., Ph.D.
Edmund Cava, M.D., F.A.P.A.
Maria I. Arisso, L.C.S.W., A.C.S.W.
Mary Hale-Haniff, M.A., M.S., L.M.H.C., L.M.F.T.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Brief Therapy, Inc., a Florida corporation filed in Tallahassee on October 24, 1996, be and they hereby are amended in the following particulars:

Article II, be and it hereby is amended to read as follows:

ARTICLE II

The general nature of the business to be conducted and carried on by this corporation is:

(a) Any and all medical services permitted under the laws of the United States and the State of Florida.

(b) To engage in every aspect and phase of each and every lawful medical service permitted to psychiatrists by the laws of the State of Florida.

(c) The corporation shall, in addition, have the power to carry on any other lawful medical business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(d) Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the corporation may designate.

(e) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(f) (1) The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or canceled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (a) Eliminating fractional shares.
- (b) Collecting or compromising indebtedness to the corporation.
- (c) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- (d) Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

(g) The corporation may keep books of the company outside the State of Florida, except as may otherwise be provided by law.

(h) The company may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

(i) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(j) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(k) The objects and purposes specified in the foregoing clauses shall be, except where otherwise expressed, in no way limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 16th day April, 1999.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 16 day of April, 1999.

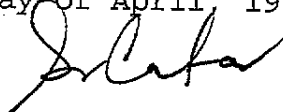
BRIEF THERAPY, INC.

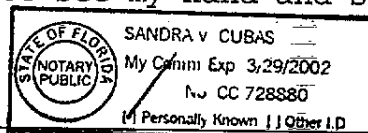
By: 
EDMUND CAVA, M.D. / President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

BEFORE ME, the undersigned authority, personally appeared EDMUND CAVA, known to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

16 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of April, 1999.





My commission expires: 3/29/02

Notary Public, State of Florida

Prepared by:
Alan Schneider, P.A.
2900 N.W. 7th Street
Miami, FL 33125
(305) 643-6988
Florida Bar No. 120879