

**LAW OFFICE**  
**RICHARD B. SABRA, P.A.**

ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, TRUSTS, ESTATE PLANNING,  
ELDER LAW AND PROBATE

SUITE 208  
4001 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021

TELEPHONE (954) 964-1004  
FAX (954) 966-3740

November 6, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-11/14/96--01093--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: BROWARD PSYCHIATRIC SERVICES, P.A.


Dear Sir/Madam::

Enclosed is check number 2147 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees for the above referenced corporation which was inadvertently omitted from the Articles of Incorporation which were mailed on November 5, 1996.

I spoke with an examiner this date to make a note on your computer that this check would be arriving separately from the Articles of Incorporation.

Please call the undersigned if there is any problem with this.

Sincerely,

  
Kimberly A. Forsyth  
Legal Assistant

/kf  
Encls.

W96-23539  
NOV 13 1996 BSB

96 NOV -8 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

LAW OFFICE  
**RICHARD B. SABRA, P.A.**

ADMITTED IN FLORIDA AND CALIFORNIA

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, TRUSTS, ESTATE PLANNING,  
ELDER LAW AND PROBATE

SUITE 208  
4601 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021

TELEPHONE (954) 984-1004  
FAX (954) 986-3740

November 5, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: BROWARD PSYCHIATRIC SERVICES, P.A.

Dear Sir/Madam::


Enclosed is the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 2147 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the said Articles of Incorporation, endorse your approval thereon, and return the certified copy to me.

If, for any reason, the enclosed documents are insufficient to issue charters for the proposed corporations, PLEASE CALL ME COLLECT.

Sincerely,

  
RICHARD B. SABRA, ESQ.

RBS/kf  
Encls.

cc: Broward Psychiatric Services, P.A..

ARTICLES OF INCORPORATION  
OF  
BROWARD PSYCHIATRIC SERVICES, P.A.

FILED  
96 NOV -8 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice psychiatric and/or psychological services under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is BROWARD PSYCHIATRIC SERVICES, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1150 N. 35th Avenue, Suite 330, Hollywood, Florida 33021.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of psychiatric and/or psychological therapy and mental health counseling. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice psychiatric and/or psychological therapy in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4601

Sheridan Street, Suite 208, Hollywood, Florida 33021. The name of the initial registered agent at that address is Richard B. Sabra, Esq.

#### ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of five (5) members. The names and addresses of the members of the first board of directors are:

Name	Address
Stephen Glazer	1150 N. 35th Avenue, Suite 330 Hollywood, Florida 33021
Thomas Macaluso	1150 N. 35th Avenue, Suite 330 Hollywood, Florida 33021
Richard Knapp	1150 N. 35th Avenue, Suite 330 Hollywood, Florida 33021
Debra Drucker	1150 N. 35th Avenue, Suite 330 Hollywood, Florida 33021

#### ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is as follows: DR. DEBRA DRUCKER, 1150 N. 35th Avenue, Suite 330, Hollywood, Florida 33021.

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially

called for that purpose. If any shareholder becomes legally disqualified to practice psychiatric and/or psychological therapy in the State of Florida or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders or in accordance with a separate agreement adopted by all of the shareholders..

#### ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

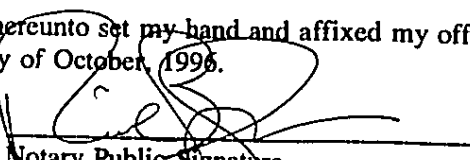
IN WITNESS WHEREOF, the undersigned executed these articles of incorporation on October 11, 1996.

  
DEBRA DRUCKER

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared DEBRA DRUCKER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 11 day of October, 1996.

  
Notary Public Signature  
RICHARD B. SABRA

RICHARD B. SABRA  
Printed Name

My Commission Expires  
COMMISSION # CC385934 EXPIRES  
August 21, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires

(NOTARIAL SEAL)

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, RICHARD B. SABRA, ESQ., hereby accept the appointment as the initial registered agent of BROWARD PSYCHIATRIC SERVICES, P.A., as made in the foregoing Articles of Incorporation.

Dated this 11 day of October, 1996

  
RICHARD B. SABRA



P96000092963

ACCOUNT NO. : 072100000032

REFERENCE : 309488 9576A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 27, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 309488-010

CUSTOMER NO: 9576A

CUSTOMER: Richard B. Sabra, Esq  
Richard B. Sabra, Esq  
Suite 208  
4601 Sheridan Street  
Hollywood, FL 33021

FILE  
1st  
91 MAR 27 PM 12:51  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: BROWARD PSYCHIATRIC  
SERVICES, ~~INC~~ P.A.

700002125807-7  
-03/27/97-01053-017  
\*\*\*\*157.50 \*\*\*\*\*35.00

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith  
EXAMINER'S INITIALS: \_\_\_\_\_

6/1/97  
OFF  
2/27

57  
MAR 27 1997

FILED  
97 MAR 27 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
OF  
BROWARD PSYCHIATRIC SERVICES, P.A.

In accordance with Section 607.251 of the Florida General Corporation Act, the undersigned Incorporator adopts the following Articles of Dissolution for the purpose of dissolving the Professional Association:

1. The name of the Professional Association is Broward Psychiatric Services, P.A.
2. The date of issuance of its Certificate of Incorporation was November 8, 1996.
3. None of the Corporation's shares have been issued.
4. The Corporation has not commenced business.
5. No amount has actually been paid on subscriptions for the Corporation's shares, therefore no amount need be returned to any subscriber.
6. No debts of the Corporation remain unpaid.
7. The Incorporator hereby elects that the Corporation be dissolved.

IN WITNESS WHEREOF, the undersigned incorporator has caused its seal to be affixed hereto, and the Articles of Dissolution signed and executed by, Debra Drucker, Director of Broward Psychiatric Services, P.A., the Incorporator of the Corporation.

Dated this 26 day of March, 1997.

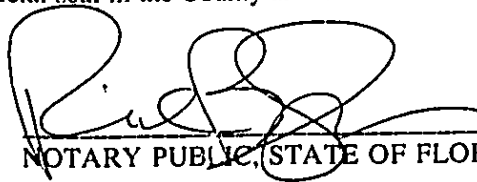
Broward Psychiatric Services, P.A.

By: Debra Drucker  
Debra Drucker, Director

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, personally appeared Debra Drucker, as Director and Incorporator of Broward Psychiatric Services, P.A., who, after first being duly sworn, states that she has executed the foregoing Articles of Dissolution on behalf of Broward Psychiatric Services, P.A., and that said statements contained therein are true and correct.

WITNESS my hand and official seal in the County and State set forth above this 26 day of March, 1997.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

(Notary Seal)



RICHARD B. SABRA  
MY COMMISSION # CC385994 EXPIRES  
August 21, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.