P96000094906

BETTY WELCH FLORANCE, LCSW
LICENSED CLINICAL SOCIAL WORKER
4175 EAST BAY DRIVE, SUITE 242
CLEARWATER, FL 34624

OFFICE 813/535-0074
FACSIMILE 813/535-0152

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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****122.50 ****122.50

RE: RESERVATION NO. R96000004780
ADVANCED THERAPEUTIC SERVICES, INC.

Dear Sirs:

Please find enclosed the following documents:

1. Copy of Letter number 496A00045719;
2. Articles of Incorporation of Advanced Therapeutic Services, Inc.;
3. Registered Agent Acceptance;
4. Betty Welch Florance, LCSW's Check No. 210 in the amount of $122.50 for filing fees.

Please be advised that the name printed on the letter from your office reserved the name "Advanced Theraputic Service Inc.". Please correct the name to be "Advanced Therapeutic Services, Inc." Thank you.

Sincerely,

NOV 20 1996 BSB

Betty Welch Florance

Betty Welch Florance, LCSW

/kwr

Enclosures

EFFECTIVE DATE
11-13-96

FILED
96 NOV 18 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 NOV 18 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADVANCED THERAPEUTIC SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

EFFECTIVE DATE
11-13-96

ARTICLE I

NAME

The name of this corporation is Advanced Therapeutic Services, Inc.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the principal office and mailing address of the Corporation is 4175 East Bay Drive, Suite 242, Clearwater, Florida 34624.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to provide mental health services in an out patient capacity and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of $1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 4175 East Bay Drive, Suite 242, Clearwater, Florida 34624, and the name of the initial registered agent at that address is BETTY WELCH FLORANCE.

ARTICLE VII

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Betty Welch Florance, President

B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

(1) electing the officers of the Corporation;

(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may bo deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President, Vice-President, and Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Betty Welch Florance, President
Richard H. Florance, Vice-President
Karla Welch Reed, Secretary and Treasurer

ARTICLE IX

INCORPORATOR

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

BETTY WELCH FLORANCE
4175 East Bay Drive, Suite 242
Clearwater, Florida 34624

ARTICLE X

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November 1996.

Betty Welch Florance

BETTY WELCH FLORANCE,
as Incorporator

FILED

96 NOV 18 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Advanced Therapeutic Services, Inc. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.

This 13th day of November 1996.

Betty Welch Florance

BETTY WELCH FLORANCE
LICENSED CLINICAL SOCIAL WORKER
4175 EAST BAY DRIVE, SUITE 242
CLEARWATER, FL 34624
Telephone No. 813/535-0074
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