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LAW OFFICES
OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P.A.

310 SW OCEAN BOULEVARD
STUART, FLORIDA 34994

WM. A. OUGHTERSON
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FREDERICK C. SUNDHEIM, JR.

(561) 287-0660

T. T. OUGHTERSON
(1004-1983)

FAX (561) 287-0422

December 5, 1996

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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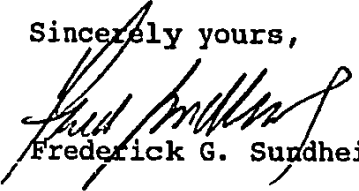
RE: Sunrise Mental Health Services, P.A.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporation.

Once the Articles has been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,


Frederick G. Sundheim, Jr.

FGS:sn
S-466B
Encls.

FILED
96 DEC -9 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/11/96

ARTICLES OF INCORPORATION
OF
SUNRISE MENTAL HEALTH SERVICES, P.A.

FILED
96 DEC -9 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SUNRISE MENTAL HEALTH SERVICES, P.A.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: to provide mental health services and all other legal business related to mental health.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One share having a nominal or par value of \$1.00 per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 310 SW Ocean Blvd., Stuart, Florida 34994. The street address of the initial registered office of this corporation in the State of Florida is 310 SW Ocean Blvd., Stuart, Florida. The name of the initial registered agent at such address is Frederick G. Sundheim, Jr.

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS
INITIAL SHAREHOLDERS

The names and street addresses of the subscribers of

these Articles of Incorporation of the Shareholders are:

Name	Address
SERGIO LEVI-MINZI	80 Royal Palm Blvd. Vero Beach, FL 32960
F. HOWARD BUSS	62 SW River Way Blvd. Palm City, FL 34990

ARTICLE VIII. BY-LAWS

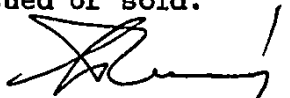
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved (by the board of directors, proposed by them to the shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS


Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.



F. Howard Buss

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 4th
day of ~~October~~, 1996, by F. HOWARD BUSS.
DECEMBER

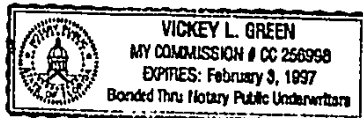


Notary Public
My Commission Expires:

STATE OF FLORIDA

COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 3rd
day of ~~October~~, 1996, by SERGIO LEVI-MINZI.
December



Vickey L. Green
Notary Public
My Commission Expires: 2-3-97
Vickey L. Green
Identification: Personal Knowledge

I, FREDERICK G. SUNDHEIM, JR., having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or my resignation is submitted.

Fredrick G. Sundheim, Jr.
FREDERICK G. SUNDHEIM, JR.

FILED
96 DEC -9 PM 12:41
TALLAHASSEE, FLORIDA