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FLORIDA DIVISION CORPORATION
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TO: DIVISION OF CORPORATIONS

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MR: DAY HARBOR THERAPY CENTER, INC.

AUDIT NUMBER.....H96000017554

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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12/16/96

ARTICLES OF INCORPORATION
OF
BAY HARBOR THERAPY CENTER, INC.

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ARTICLE I - NAME

The name of this corporation is: BAY HARBOR THERAPY CENTER,
INC.

ARTICLE II - PURPOSE

This corporation is organized for the transaction of any and
all lawful business for which corporations may be incorporated in
the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100)
shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation shall have the right to purchase his prorata share
thereof at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is: 1019 Kane
Concourse, Bay Harbor Island, FL 33154.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal address of the initial registered office of the
corporation is: 1019 Kane Concourse, Bay Harbor Island, FL 33154,

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2151 Le Jeune Road - Mezzanine
Coral Gables, FL 33134-4200
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FL BAR NO. 616613

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and the name of the initial registered agent of this corporation at that address is: Leo Herman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time as provided for in the By-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are: Wanda Gibbs, 1019 Kane Concourse, Bay Harbor Island, FL 33154; and Leo Herman, 1019 Kane Concourse, Bay Harbor Island, FL 33154.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are: Wanda Gibbs, 1019 Kane Concourse, Bay Harbor Island, FL 33154.

ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

ARTICLE XII - VOTING RIGHTS

The entire voting power for the election of directors and for

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all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporator(s) until such time as the stock of the corporation is issued to the subscriber(s) of the stock of this corporation. The authority of the incorporator(s) shall include: 1) the adoption of the Articles of Incorporation, and 2) such other activities as are necessary to the administration of the affairs of this corporation during the period of time prior to the issuance of stock to the subscriber(s) and the meeting of the first Board of Directors. Once the stock of the corporation has been issued, the affairs of this corporation shall be conducted by the stockholders and the Board of Directors according to law.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this ____ day of December 1996.


WANDA GIBBS

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 13 day of December, 1996, by Wanda Gibbs, who is personally known to me or who has produced F.D.L. G170-913-32-576-0 as identification and who did (did not) take an oath.

My Commission Expires:

Feb-27-2000


ELIAS TANHAN
Notary Public, State of Florida

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Having been named to accept service of process for BAY HARBOR
THERAPY CENTER, INC. at the place designated in its articles of
incorporation, I hereby agree to act in this capacity and to comply
with the provisions of F.S. 607.0505 and all statutes relative to
the proper and complete performance of my duties.

Dated: December 13, 1996.

Lee Berman
Lee Berman, Registered Agent

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