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P96000102516



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 195452 7120595

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 19, 1996

ORDER TIME : 12:10 PM

ORDER NO. : 195452-005

CUSTOMER NO: 7120595

CUSTOMER:

ALAN BERNSTEIN, P.A.

Post Office Box 3645

West Palm Beach, FL 33402

700002034187--4
-12/19/96--01064--029
****122.50 ****122.50

DOMESTIC FILING

NAME: ALPHA INSTITUTE OF SOUTH
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
96 DEC 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 PM 2:04
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ALPHA INSTITUTE OF SOUTH FLORIDA, INC.

FILED
96 DEC 17 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES I - NAME

The name of this corporation is ALPHA INSTITUTE OF SOUTH FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall commence on the date of filing of these articles with the Secretary of State and shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under the Florida General Corporations Act and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be 904 Park Avenue, Lake Park, Florida 33403, with the privilege of having branch offices at any other place.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4869-4 Okeechobee Boulevard, West Palm Beach, Florida 33417 and the name of the initial registered agent is

ALAN BERNSTEIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are:

DOUGLAS C. ESPIE
20 YACHT CLUB DRIVE, #411
NORTH PALM BEACH, FLORIDA 33408

JANICE R. ESPIE
20 YACHT CLUB DRIVE, #411
NORTH PALM BEACH, FLORIDA 33408

KEITH FINGERHUT
480 EXECUTIVE CENTER DRIVE, #2~K
WEST PALM BEACH, FLORIDA 33401-2980

ARTICLE VIII- INCORPORATORS

The name and address of the person signing these articles is:

DOUGLAS C. ESPIE
20 YACHT CLUB DRIVE, #411
NORTH PALM BEACH, FLORIDA 33408

ARTICLE IX - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16th day of December, 1996.



DOUGLAS C. ESPIE

STATE OF FLORIDA
COUNTY OF PALM BEACH

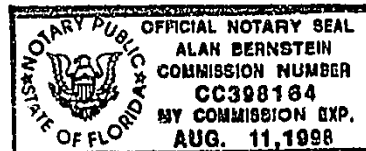
BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County aforesaid, personally
appeared DOUGLAS C. ESPIE, who produced
Driver's License as identification, and
known by me to be the person who executed the foregoing Articles
of Incorporation, and they acknowledged before me that he
executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my seal in the State and County aforesaid, this
16th day of December, 1996.



NOTARY PUBLIC
ALAN BERNSTEIN

MY COMMISSION EXPIRES:
(NOTARY SEAL)



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--That ALPHA INSTITUTE OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the Town of Lake Park, County of Palm Beach, State of Florida, has named ALAN BERNSTEIN, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: [Signature]
ALAN BERNSTEIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared ALAN BERNSTEIN to me personally known and who executed the foregoing instrument and acknowledged before me that he executed the same freely.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of December, 1996.

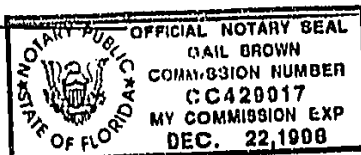
Gail Brown

Notary Public

GAIL BROWN

Printed Name of Notary

Notary Commission No. _____
My Commission Expires: _____



FILED
96 DEC 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA