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December 27th 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: INCORPORATION FEES

Dear Sir/Madame:

Enclosed is our check in the amount of \$70.00 to cover
the incorporation fees for the following proposed corporation:

SOUTH FLORIDA HIGH CO.

If for any reason, a charter cannot be issued
immediately please call me collect at (954) 927-8872. Thank
you for your assistance.

Sincerely,

Enclosure

Brian
Dr. Antonio De Filipo

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TALLAHASSEE
FLORIDA

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*****70.00 *****70.00

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ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA SIGH CO.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be and its address shall be:

SOUTH FLORIDA SIGH CO.
2225 N. UNIVERSITY DRIVE
PEMBROKE PINES FLORIDA. 33024

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CLERK OF DISTRICT COURT
NORTH FLORIDA

Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

a.) To provide psychiatric/psychological services in a private practice setting with individual insurance agencies on an individual patient basis. Services provided shall be including but not limited to medical psycho pharmacology, medical psychotherapy, medical group psychotherapy, nurse practitioner psycho pharmacology, nurse practitioner psychotherapy, other mental health professionals psychotherapy.

b.) This corporation shall also manage physicians, nurse practitioners, and other mental health care professionals when providing psychotherapeutic services to private medical and psychological offices.

c) To loan money on real estate and personal property.

d) To enter into, make or perform contracts of any kind with any

person, association, corporation, municipality body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

e) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and re-issue any of the shares of its capital stock.

f) To act as a Trustee for any form of property, claim or right.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) Shares of stock. The Shares of stock shall be common stock having a par value of Ten Cents (\$0.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ANTONIO DeFILIPPO

**2225 N. UNIVERSITY DRIVE
PEMBROKE PINES FLORIDA 33024**

ARTICLE V. BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by the By-Laws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI.
INITIAL DIRECTOR**

The name and post office address of the initial Director of the Corporation is :

Name:
ANTONIO DeFILIPPO

Address:
2225 North University Drive
Pembroke Pines 33024

**ARTICLE VII.
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE VIII.
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name:
ANTONIO DeFILIPPO

Address:
2225 North University Drive
Pembroke Pines 33024

**ARTICLE IX.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Antonio DeFilippo
ANTONIO DeFILIPPO

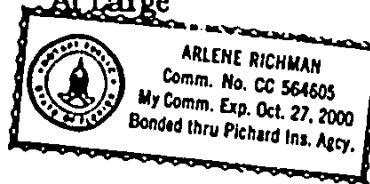
STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 27
day of December 1996 by
Antonio E. DeFilippo
who is personally known to me or who produced a Florida drivers license as
identification and who did take an oath.

Arleen Richman

Notary Public, State of Florida
At Large

My Commission Expires:



The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Antonio DeFilippo
ANTONIO DeFILIPPO

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TALLAHASSEE, FLORIDA