

E. Gerald Block

CERTIFIED PUBLIC ACCOUNTANT

2400 E. COMMERCIAL BOULEVARD, SUITE 719
FORT LAUDERDALE, FLORIDA 33308
TEL: (954) 776-0100
FAX: (954) 772-3640

February 12, 1997

P97000015999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Addictive Behavioral Care, Inc.

800002089638--9
-02/17/97--01107--003
***122.50 ***122.50

Dear Sirs:

Enclosed please find:

1. Original and one copy of articles of incorporation pertaining to Addictive Behavioral Care, Inc.
2. My check in the amount of \$122.50 for payment of the following:

a. Filing Fee	\$ 35.00
b. Certified Copy of Articles	52.50
c. Registered Agent Designation	35.00
	<u>\$122.50</u>

You will also find enclosed a copy of the Certificate Designating Place of Business and Registered Agent.

Please file these Articles as soon as possible, noting the provision under Article II stating that this Corporation's existence shall commence on 02/12/97.

Upon its arrival, please return a certified copy of these Articles of Incorporation to the undersigned via the self-addressed stamped envelope provided herein.

Thank you for your cooperation in this matter.

Very truly yours,

E. Gerald Block

E. Gerald Block, C.P.A.

EGB/rd
enclosures

DMP 2/19/97

EFFECTIVE DATE

2-12-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97FEB 17 PM 4:19

FILED

ARTICLES OF INCORPORATION

OF

ADDICTIVE BEHAVIORAL CARE, INC.

FILED

97 FEB 17 PM 4:19

EFFECTIVE DATE
2-12-97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Addictive Behavioral Care, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on February 12, 1997.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 2801 University Drive, Suite #201, Coral Springs, Florida 33065 and the name of the initial registered agent of this Corporation at that address is Glenn R. Caddy. The street address of the principle office is 2801 University Drive, Suite #201, Coral Springs, Florida 33065.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The names and addresses of the initial Directors of this Corporation are:

Dr. Glenn Caddy
2801 University Drive
Coral Springs, Florida 33065

Mr. Daniel Panitz
21949 Cartegena Drive
Boca Raton, Florida 33428

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Dr. Glenn Caddy
2801 University Drive, Suite #201
Coral Springs, Florida 33065

Dr. Daniel Panitz
21949 Cartegena Drive
Boca Raton, Florida 33428

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

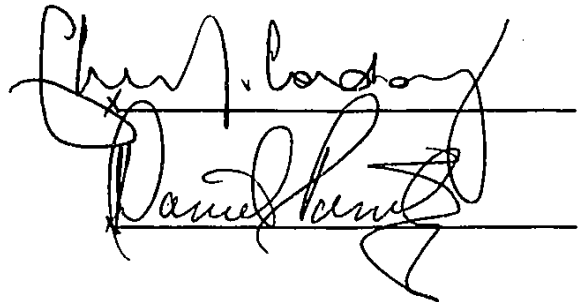
ARTICLE XI - BY-LAWS

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

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 12th day of February, 1997.



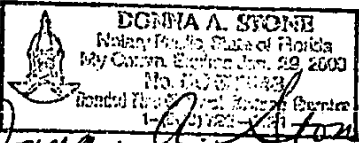
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12th
day of February, 1997, by Glenn R. Caddy, who is personally
known to me or who has produced a driver's license as identification and
who did take an oath.

sign Glenn R. Caddy
print GLENN R. CADDY

State of Florida at Large
My Commission Expires:


Donna A. Stone
DONNA A. STONE

The notary seal is rectangular and contains the text: DONNA A. STONE, Notary Public, State of Florida, My Comm. Expires Jan. 29, 2003, No. 12057143, Bonded to the State of Florida. Below the seal is a handwritten signature of Donna A. Stone.

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

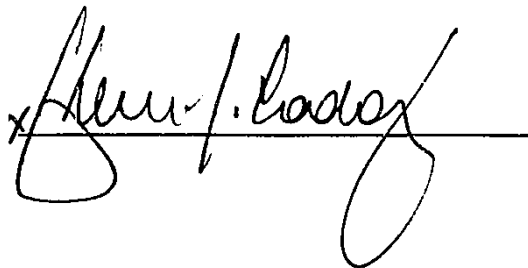
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: Addictive Behavioral Care, Inc. desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Coral Springs, County of Broward, State of Florida, has named Dr. Glenn R. Caddy, whose business office is located at 2801 University Drive, Suite #201, Coral Springs, Florida 33065 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the 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.

A handwritten signature in cursive script, reading "Glenn R. Caddy", is written over a horizontal line. The signature is fluid and stylized, with a large loop at the end.