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P9 10000/8835

February 13, 1997

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

In Re: Treasure Coast Counselling Services, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

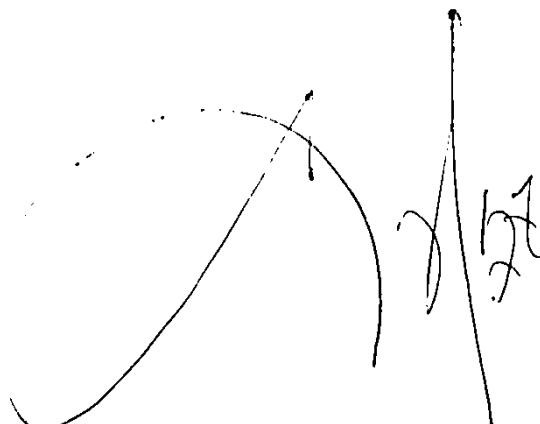
SIMMONS, SOLOMON, DREYER & MANCINI



Evelt L. Simmons, Esquire
For the Firm

ELS/dd

Enclosures



FILED
97 FEB 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TREASURE COAST COUNSELING SERVICES, INC.**

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97 FEB 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Treasure Coast Counseling Services, Inc. The principal office of this Corporation shall be 216 East Osceola Street, Stuart, Florida 34994. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be two thousand (2000) shares of common stock at one dollar (\$1.00) par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 216 East Osceola Street, Stuart, Florida 34994, and the name of its initial Registered Agent at said address is D. Clark Thompson.

VI

Incorporator

The name and address of the Incorporator are as follows:

D. Clark Thompson
5705 Myrtle Drive
Fort Pierce, FL 34982

VII

Board of Directors

The Corporation shall have an initial Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The names and addresses of the initial Directors of this Corporation are:

D. Clark Thompson
5705 Myrtle Drive
Fort Pierce, FL 34982

Marsha L. Thompson
5705 Myrtle Drive
Fort Pierce, FL 34982

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

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

XI

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 13th day of February 1997.

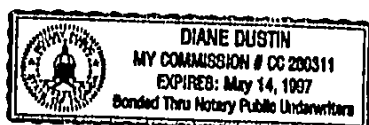
By: D. Clark Thompson
D. CLARK THOMPSON

State of Florida

County of St. Lucie

The Foregoing Instrument was acknowledged before me this 13th day of February 1997, by D. CLARK THOMPSON after producing Florida Driver's License #T512-163-43-281, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 13th day of February 1997.



Diane Dustin
NOTARY PUBLIC-State of Florida

**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES 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:

That **TREASURE COAST COUNSELING SERVICES, INC.**, a Corporation for Profit, has named **D. Clark Thompson, 5705 Myrtle Drive, Fort Pierce, Florida 34982**, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


D. CLARK THOMPSON

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97 FEB 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA