

LAW OFFICES

PROFESSIONAL ASSOCIATION

MAR 14 1997

**ARTICLES OF INCORPORATION
OF
TREE OF LIFE HEALTH CARE, P.A.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a professional association under the laws of the State of Florida.

ARTICLE I

The name and initial address of this professional association shall be:

TREE OF LIFE HEALTH CARE, P.A.
501 Village Green Parkway
Suite 4
Bradenton, Florida 34209

ARTICLE II

This professional association may engage in providing counseling, evaluation, and other mental health services by licensed mental health professionals or under the supervision, direction, and control of licensed mental health professionals, and any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Per Share Par Value	Class of Stock
1,000	\$.01	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of this professional association.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this professional association shall be the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

FILED
MAR 10 PM 3:00
TALLAHASSEE, FLORIDA

ARTICLE IV

This professional association shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this professional association shall be at 501 Village Green Parkway, Suite 4, Bradenton, Florida, 34209, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **Kip DeBellevue**.

ARTICLE VI

This professional association shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the professional association be managed by the stockholders.

The names and addresses of the first Directors of the professional association who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President:	KIP DeBELLEVUE 501 Village Green Parkway Suite 4 Bradenton, FL 34209
Vice President	
Secretary/Treasurer:	ELAINE CLARK 501 Village Green Parkway Suite 4 Bradenton, FL 34209

ARTICLE VII

The name and address of the incorporator is:

Kip DeBellevue
501 Village Green Parkway
Suite 4
Bradenton, FL 34209

ARTICLE IX

No contract or other transaction between this professional association and any other professional association, and no act of this professional association shall in any way be affected or invalidated by the fact that any of the directors of this profes-

sional are pecuniarily or otherwise interested in, or are directors or officers of, such other professional association. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this professional association, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this professional association who is also a director or an officer of such other professional association or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this professional association which shall authorize any such contract or transaction with like force and affect as if he were not such a director or officer of such other professional association or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This professional association shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a professional association to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of FEBRUARY, 1997.

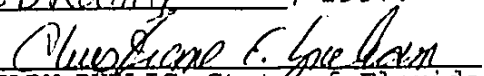

KIP DeBELLEVUE

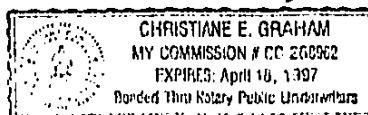
STATE OF FLORIDA)
) ss:
COUNTY OF MANATEE)

BEFORE ME, the undersigned authority, personally appeared Kip DeBellevue, who is personally known to me or who has produced KIP DE BELLEVUE as identification, and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid on this 28th day of FEBRUARY, 1997.

My commission expires:


NOTARY PUBLIC, State of Florida

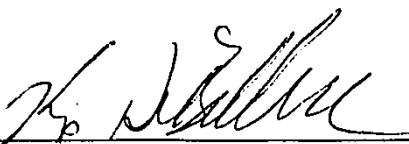


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is
submitted:

Tree of Life Health Care, P.A. desiring to organize under
the laws of the State of Florida, has named **Kip DeBellevue**, 502
Village Green Parkway, Suite 4, City of Bradenton, County of
Manatee, State of Florida, as its statutory registered agent.

Having been named the statutory agent of the above
professional association at the place designated in this certifi-
cate, I hereby accept the same and agree to act in this capacity,
and agree to comply with the provisions of Florida law relative to
keeping the registered office open.



KIP DeBELLEVUE

Dated: 2-28-97

FILED
97 MAR 10 PM 3:00
TALLAHASSEE, FLORIDA