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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: MENTAL HEALTH RESOURCES, INC.
AUDIT NUMBER.....H97000004688
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

Handwritten signature and date: 3/20/97

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97 MAR 20 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
MENTAL HEALTH RESOURCES, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

MENTAL HEALTH RESOURCES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**443 N.E. 195 STREET STE 135
Miami Beach FL 33179**

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
85 Grand Canal Dr Ste 102
Miami, FL 33144
(305) 262-4990

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ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Sara G. Kohn
443 N.E. 195 Street Ste 135
N. Miami Beach. Fl 33179

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have Two 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 (1). The initial directors of this corporation are:

Sara G. Kohn
President \ Treasurer

443 N.E. 195 Street Ste 135
Miami Beach, Fl 33179

Leonard M. Kohn
Vice-pres/Secretary

443 N.E. 195 Street ste 135
Miami Beach, Fl 33179

Evelyn Carpenter
Secretary

443 N.E. 195 Street ste 135
Miami Beach, Fl 33179

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

Sara G. Kohn
443 N.E. 195 Street Ste 135
Miami Beach Fl 33179

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 13th day of January, 1997


Sara G. Kohn

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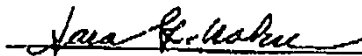
CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That Mental Health Resources, Inc. desiring to organize under the laws of the state of Florida has appointed Sara G. Kohn of 443 N.E. 195 Street Miami Beach Fl 33179 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT;

Having been named by the first board of directors of Mental Health Resources, Inc. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 13th day January, 1997



Sara G. Kohn
Registered Agent

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TALLAHASSEE, FLORIDA

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