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April 22, 1997

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

EFFECTIVE DATE
4-23-97

OVERNIGHT MAIL

RE: Incorporation of Psychiatric Research Center of Central Florida, Inc.
Our File No. 673\001

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of the above-mentioned corporation, together with my firm's check in the amount of \$70 for the following:

(a)	Filing Articles of Incorporation	\$35.00
(b)	Registration of Registered Agent	<u>\$35.00</u>
Total		<u>\$70.00</u>

Please send a stamped copy of the Articles of Incorporation to the undersigned.

Thank you.

Sincerely yours,

Beth W. Miller
Beth W. Miller

BWM/bwm
Encs.

FILED
97 APR 24 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 4/25/97

EFFECTIVE DATE
4-23-97

FILED
97 APR 24 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation Of Psychiatric Research Center of Central Florida, Inc.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: Psychiatric Research Center of Central Florida, Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 1890 Semoran Boulevard, Suite 251, Winter Park, Florida 32792, which is in Orange County. The name of the registered agent at such address is Marcial Serrano.

Article III

Nature of Business

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to engage in every aspect and phase of the business of psychiatric research, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including carrying on any or all of its operations and businesses, and to promote its objects, within the State of Florida or elsewhere, without restriction as to place or amount.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is One Thousand (1,000) shares at par value of One Dollar (\$1.00) a share, all of which shall be common stock and shall be fully paid and nonassessable. All such stocks shall be paid for in cash, property,

labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing on the date of execution of these Articles, if they shall be filed with the Florida Department of State within five days after execution, and if not, commencing on the date of such filing.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation is to be 1890 Semoran Boulevard, Suite 251, Winter Park, Florida 32792. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit, and it may establish branch and other offices within or without the State of Florida.

ARTICLE VII

DIRECTORS

The number of directors shall be determined by the Bylaws of the corporation, but in no event shall there be fewer than one (1). Directors shall not be required to hold stock in the corporation.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are elected shall be:

<u>Name</u>	<u>Position</u>
Marcial Serrano	Director, President
Ramon O. Martinez	Director, Vice-President
Maria J. Lozano	Director, Secretary, Treasurer

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Marcial Serrano, 1890 Semoran Boulevard, Suite 251, Winter Park, Florida 32792.

ARTICLE X
TRANSACTIONS IN WHICH
OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person, or firm, in the absence of fraud, shall be affected, invalid, void, or voidable because one or more Directors or officers of the corporation is or are interested in such contract or transaction as a Director or officer of the other corporation or association, or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested, and no Director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested, in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction between the corporation, and any subsidiary, controlled, affiliated, or other corporation, association, or firm without regard to the fact that he is also a Director or officer of such subsidiary, controlled, affiliated, or other corporation, association, or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

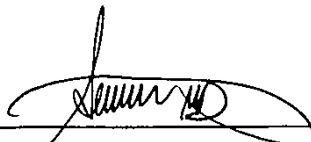
ARTICLE XI
RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as the relevant terms, conditions, and details of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation; provided, however, such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

In Witness Whereof, I, the undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, have hereunto set my hand and seal, this 23rd day of April, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida, and, in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

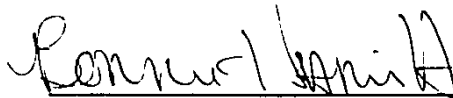


Marcial Serrano

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

BEFORE ME, personally appeared **Marcial Serrano**, who is personally known to me or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of April, 1997.



Notary Public



BONNIE HAMILTON
My Commission CC349119
Expires Feb. 17, 1998
Bonded by HAI
800-422-1555

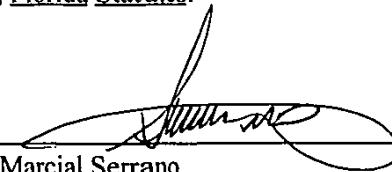
Registered Agent Certificate

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:

That **Psychiatric Research Center of Central Florida, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named Marcial Serrano located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 statute relative to keeping open said office, and further state I am familiar with §607.325, Florida Statutes.



Marcial Serrano

DATED: April 23rd, 1997

FILED
97 APR 24 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA