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ACCOUNT NO. : 072100000032

REFERENCE : 348824 165196A

AUTHORIZATION : *Patricia Pryor*

COST LIMIT : \$ 70.00

ORDER DATE : April 30, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 348824-005

CUSTOMER NO: 165196A

200002160162--8

CUSTOMER: Robert Trinkler, Esq
ROBERT M. TRINKLER, ESQ

Suite 202
7000 W. Oakland Park Boulevard
Sunrise, FL 33313

DOMESTIC FILING

NAME: INTEGRATED CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

RECEIVED
97 APR 30 PM 1:08
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 30 AM 11:31
TALLAHASSEE, FLORIDA

166.0200 1997

ARTICLES OF INCORPORATION
OF
INTEGRATED CARE, INC.

FILED
97 APR 30 PM 1:09
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this Corporation shall be **INTEGRATED CARE, INC.**

ARTICLE II

ADDRESS: The street address of the initial principal office of the Corporation shall be 7800 West Oakland Park Boulevard, Suite 107C, Sunrise, Florida 33351.

ARTICLE III

NATURE OF BUSINESS: The Corporation is organized for the purpose of providing psycho-social and geriatric care consultations for individuals and groups and for transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: The Corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this Corporation shall be: **ROBERT M. TRINKLER, EDQUIRE** whose address is 7000 West Oakland Park Boulevard, Suite 202, Sunrise, Florida 33313.

ARTICLE VII

DIRECTORS: The Corporation shall have three (3) directors initially and the number of directors may be increased from time to time as provided by the By-Laws but shall never be less than two (2).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the Corporation or until the directors have been elected and qualified are:

NAME

KATHLEEN PHILLIPS

ADDRESS

**7000 West Oakland Park Boulevard
Suite 202
Sunrise, FL 33313**

ROBERT M. TRINKLER

**7000 West Oakland Park Boulevard
Suite 202
Sunrise, Florida 33313**

GUS MILLOR

**7000 West Oakland Park Boulevard
Suite 202
Sunrise, Florida 33313**

ARTICLE IX

INCORPORATORS: The names and addresses of the incorporators to the these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
KATHLEEN PHILLIPS	7000 West Oakland Park Boulevard Suite 202 Sunrise, FL 33313
ROBERT M. TRINKLER	7000 West Oakland Park Boulevard Suite 202 Sunrise, Florida 33313
GUS MILLOR	7000 West Oakland Park Boulevard Suite 202 Sunrise, Florida 33313

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as officer of another corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee

or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

EFFECTIVE DATE: These Article of Incorporation shall be effective upon approval by the Secretary of State of Florida.

ARTICLE XII

AMENDMENTS: These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholder(s) and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation may be made.

ARTICLE XIII

BY-LAWS: The initial Director shall submit the proposed By-Laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the By-Laws by the affirmative vote of three-fourths (3/4) of the shareholders, the internal affairs of the Corporation are to be regulated and

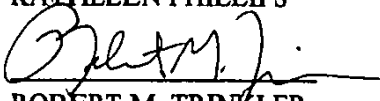
managed in accordance with such By-Laws.

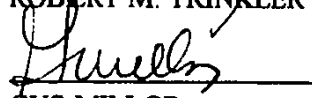
ARTICLE XIV

DISSOLUTION: The Corporation may be dissolved at any time by unanimous written consent of the Shareholders; or on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Article of Incorporation this 29 day of April, 1997.


KATHLEEN PHILLIPS


ROBERT M. TRINKLER



GUS MILLOR

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared KATHLEEN PHILLIPS, ROBERT M. TRINKLER and GUS MILLOR, personally known to me to be the persons described as Incorporators or having produced Personally Known as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles

of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida this 29th
day of April, 1997.

(SEAL)
A circular notary seal for Joan R. Conzo, Notary Public, State of Florida. The seal features a star and the words "NOTARY PUBLIC" and "STATE OF FLORIDA".
JOAN R. CONZO
My Commission CC547502
Expires Apr 14, 2000

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

JOAN R. CONZO
Print Name

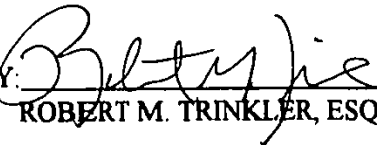
My Commission Expires:
4/14/00

Commission No. CC547502

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for
INTEGRATED CARE, INC. at the place designated in the Article of Incorporation, I, ROBERT
M. TRINKLER, ESQUIRE agree to act in this capacity and agree to comply with the provisions
of all statutes relative to the proper and complete performance of my duties, and I am familiar
with and accept the duties and obligations of the Registered Agent.

DATE this 29th day of April, 1997.

BY: 
ROBERT M. TRINKLER, ESQUIRE

ALLIANCE FLORIDA
04/29/97 11:08