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May 6, 1997

Express

Florida Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

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-05/07/97--01082--003
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RE: Articles of Incorporation of Pine Crest Community Mental Health Center
Partial Hospitalization Program, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Pine Crest Community Mental Health Center Partial Hospitalization Program, Inc. Kindly file the original with your office, and certify and return the enclosed copy to the undersigned. I have attached hereto a check in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50), which covers the filing fee (\$70.00) and the request for one certified copy (\$52.50).

Should you have any questions regarding the above or the enclosed, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Very truly yours,

Tracy E. Weir
Tracy E. Weir
Paralegal

Encl.: Articles of Incorporation (Original and 1 copy)
Fees

cc: Ms. Josephine M. Hunt
Mr. Christopher L. White, Esq.

ARTICLES OF INCORPORATION
OF
PINE CREST COMMUNITY MENTAL HEALTH CENTER
PARTIAL HOSPITALIZATION PROGRAM, INC.

97 MAY -7 AM 11:23
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned incorporator executes these Articles of Incorporation for the purposes of forming, and does hereby form, a corporation under the Florida Business Corporation Act, F.S.A. § 607.0101 *et seq.*, in accordance with the following provisions:

ARTICLE 1. Corporate Name. The name of the Corporation is Pine Crest Community Mental Health Center Partial Hospitalization Program, Inc. (the "Corporation").

ARTICLE 2. Principal Office and Mailing Address. The street address of the Principal Office of the Corporation is:

7100 Pembroke Boulevard
Suites 20 and 21
Pembroke Pines, Florida 33024

The mailing address of the Corporation is:

7100 Pembroke Boulevard
Suites 20 and 21
Pembroke Pines, Florida 33024

ARTICLE 3. Capitalization. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorize each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

ARTICLE 4. No Preemptive Rights. No Shareholder shall have any preemptive rights to subscribe to an additional issue of stock or to any security convertible into such stock.

ARTICLE 5. Registered Office and Registered Agent. The address of the Corporation's registered office in the State of Florida is 7100 Pembroke Boulevard, Suites 20 and 21, Pembroke Pines, Florida 33024. The name of its registered agent at such address is Josephine Hunte.

ARTICLE 6. Incorporator. The name and address of the Incorporator is:

Christopher L. White, Esq.
1301 K Street, N.W.
Suite 900, East Tower
Washington, DC 20005

ARTICLE 7. Purposes. The purposes of the Corporation are:

(a) To establish, operate and maintain a mental health services provider which will furnish mental health services to the residents of the State of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporation Act, and which the Board of Directors of the Corporation shall deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

ARTICLE 8. Directors. There shall be no less than two (2) directors of the Corporation (the "Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws. The initial directors shall be:


Josephine M. Hunte
Jaunta E. Hunte
Gilmo C. Hunte

ARTICLE 9. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of the Shareholders or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of their heirs, executors, and administrators of such a person.

ARTICLE 10. Amendment of the Bylaws by the Board of Directors. In furtherance, and not in limitation of, the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided herein.

ARTICLE 11. Duration. The duration of the Corporation is perpetual.

I, THE UNDERSIGNED, for the purposes of forming a business corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand.



Christopher L. White

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 2 DAY OF May, 1997

BY:

Josephine M. Hunte
JOSEPHINE M. HUNTE

97 MAY -7 AM 11:28
STATE
CITY OF LOS ANGELES