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5/13/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: ADVANCED BEHAVIORAL MANAGEMENT, INC.

AUDIT NUMBER.....H97000007817

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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2m 5/13/97

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FILED
97 MAY 13 PM 12:13
SECOND JUDICIAL
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ADVANCED BEHAVIORAL MANAGEMENT, INC.**

ARTICLE I

NAME

The name of the Corporation shall be **ADVANCED BEHAVIORAL MANAGEMENT, INC.**

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the Initial Registered Office of this Corporation and of its principal office is 2151 LeJeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the Initial Registered Agent of this Corporation at that address is J. EVERETT WILSON. The mailing address is the same.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director Initially. The number of Directors may be increased or diminished from time to time by the ByLaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

H97-7817
**PREPARED BY:
BCS INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-368-2871**

H97-7817

NAME
J. Everett Wilson

ADDRESS
c/o Wilson & Suarez
2151 LeJeune Road, Mezzanine
Coral Gables, Florida 33134

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles is:

J. Everett Wilson

c/o Wilson & Suarez
2151 LeJeune Road, Mezzanine
Coral Gables, Florida 33134

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 12th day of May, 1997.



J. EVERETT WILSON

STATE OF FLORIDA }
COUNTY OF DADE } SS:

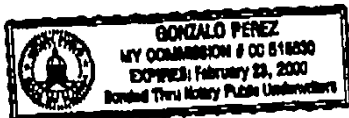
I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared J. EVERETT WILSON, personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this

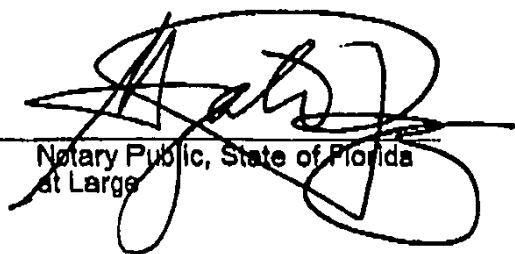
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___ day of May, 1997.



My commission expires:


Notary Public, State of Florida
at Large

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.


J. EVERETT WILSON

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97 MAY 13 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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