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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: BAYSIDE HOME FOR P.H.P., INC.

AUDIT NUMBER.....H97000008137

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
FOR
BAYSIDE HOME FOR P.H.P., INC.

FILED
97 MAY 19 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name and address of this Corporation is Bayside Home For P.H. P., Inc., located at 3505 East Shore Road, Miramar, Florida 33023.

ARTICLE II- DURATION

This Corporation shall have a perpetual existence.

ARTICLE III- PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The purpose of this Corporation is to provide mental health services.

ARTICLE IV- STOCK

This Corporation is authorized to issue 100 shares of stock- \$0.50 par value which shall be designated as "common shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent of this Corporation is Donna M. Delgado, Esquire, 1080 99 Street, #B-22, Bay Harbor Islands, Florida 33154.

ARTICLE VI- INITIAL BOARD OF DIRECTORS and OFFICERS

This Corporation shall have three (1) Directors, initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The corporate officer(s) are as follows:

Michele Fils-Aime President, Treasurer and Secretary 3505 East Shore Road,
Miramar, Florida 33023.

Prepared by:
Donna M. Delgado, Esquire
1080 99 Street/Suite B22
Bay Harbor Islands, Fla 33154
(305)861-7275/PBN 0858160

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ARTICLES OF INCORPORATION/Bayside Home For P.H.P., Inc.

ARTICLE VII-BYLAWS

The Bylaws of this Corporation may be adopted, altered amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII-INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or director, to the fullest extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already has, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

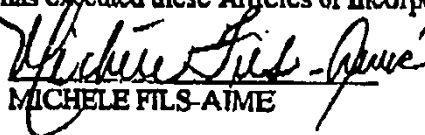
ARTICLE X- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michele Fils-Aime, 3505 East Shore Road, Miramar, Florida 33023.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this ___ day of May, 1997.


MICHELE FILS-AIME

STATE OF FLORIDA
COUNTY OF DADE

The forgoing instrument was acknowledged before me on this 8th day of May 1997, by Michele Fils-Aime, who personally appeared before me at the time of notarization and () who is personally known to me or (x) who produced #FDL L126-543-55-586-0 as identification



D M DELGADO
My Commission 00870380
Expires Jul. 17, 2000


Notary Public

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ARTICLES OF INCORPORATION/Bayside Home For P.H.P., Inc.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with ss48.091, Florida Statutes, the following is submitted:

That Bayside Home For P.H.P., Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3505 East Shore Road, Miramar, Florida 33023, has named Donna M. Delgado, as its agent to accept service of process within Florida.

Dated: 5/13/97

Michele Fils-Aime
Michele Fils-Aime

Having been named to accept service of process for the above named corporation, at 1080 99 Street, #B-22, Bay Harbor Islands, Florida 33154, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Donna M. Delgado
Donna M. Delgado

State of Florida
County of Dade

The foregoing instrument was acknowledge before me on this 13 day of May, 1997, by Donna M. Delgado, who personally appeared at the time of notarization and (x) who is personally known to me or (x) who produced her FDL # L126-543-55-586-0, as identification.



STUART A. NELSON
COMMISSION # CC 450283
EXPIRES APR 3, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Stuart A. Nelson
Notary Public

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97 MAY 19 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA