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International Care Management Corp.
25 Second Street North, Suite #340
St. Petersburg, Florida 33701
Telephone (813) 894-5333 or Fax (813) 895-6515

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 11 PM 1:24

June 10, 1997

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*****70.00 *****70.00

Via Overnight Mail
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Mental Health Overlay Services, Inc.

To Whom It May Concern:

Enclosed are original Articles of Incorporation and Certificate of Designation-Registered Agent/Registered Office for a new corporation, Mental Health Overlay Services, Inc. Also enclosed is a check for \$70.00 which covers the \$35.00 filing fee and \$35.00 registered agent designation.

Sincerely,

Natalie W. Jones
Natalie W. Jones
Paralegal

/nj
Enclosures

cc: Elizabeth Hutton
Michael R. VanButsel

ArtInc.I.tr

6-11-97
WS

**ARTICLES OF INCORPORATION
OF
MENTAL HEALTH OVERLAY SERVICES, INC.**

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The undersigned incorporator(s) to these Articles of Incorporation, does hereby adopt the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is Mental Health Overlay Services, Inc.

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized for the purpose of transacting any and all lawful business or businesses permitted to any corporation under the laws of the State of Florida pursuant to the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE. The street address of the principal office of the Corporation is 25 Second Street North, Suite 340, St. Petersburg, Florida 33701, which shall also serve as the mailing address of the Corporation.

ARTICLE V - CAPITAL STOCK. The capital stock of this Corporation shall consist of one (1) class to be known as common voting stock. The maximum number of shares of stock authorized to be issued by this Corporation is five hundred (500) shares of capital stock of the par value of One Dollar (\$1.00) each, all of which shall have the same rights and privileges.

ARTICLE VI - PREEMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares

or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is 42 First Street SE, St. Petersburg, Florida 33701 and the name of the individual registered agent of this Corporation at that address is Benjamin Felder. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other state or country, as may be approved by its Board of Directors.


ARTICLE VIII - INITIAL BOARD OF DIRECTORS. This Corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial Director of this Corporation is:

Elizabeth Hutton

25 Second Street North, Suite 340
St. Petersburg, Florida 33701

ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR. The name and address of the persons signing these Articles of Incorporation is Elizabeth Hutton, 25 Second Street North, Suite 340, St. Petersburg, Florida 33701.


Elizabeth Hutton, Incorporator

Notary Public Signature: Natalie W. Jones
Print Name: Natalie W. Jones

 **NATALIE W. JONES**
MY COMMISSION # OC 570427
EXPIRES: July 18, 2000
Bonded Thru Notary Public Underwriters

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

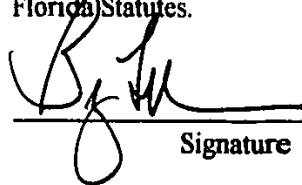
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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Mental Health Overlay Services, Inc.
2. The name and address of the registered agent and office is:

Benjamin Felder
42 First Street SE
St. Petersburg, Florida 33701

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent pursuant to Section 607.0505, Florida Statutes.



Signature

FEB 10 / 97

Date