



THE UNITED STATES
CORPORATION
COMPANY

P97000058885

ACCOUNT NO. : 072100000032

REFERENCE : 452931 7132189

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 7, 1997

ORDER TIME : 11:07 AM

ORDER NO. : 452931-005

CUSTOMER NO: 7132189

CUSTOMER: Mr. Richard F. Schaeffer
RICHARD F. SCHAEFFER

4930 Johnson Street

Hollywood, FL 33021

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-07/07/97--01070--020
****122.50 ****122.50

DOMESTIC FILING

NAME: MENTAL HEALTH EXPERTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

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JUL 7 11:33
FLORIDA

RECEIVED
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FLORIDA

814 JUL 07 1997

**ARTICLES OF INCORPORATION
OF
MENTAL HEALTH EXPERTS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is MENTAL HEALTH EXPERTS, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

The general purposes for which the corporation is organized are:

- (A) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- (B) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 4930 Johnson Street, Hollywood, FL 33021.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4930 Johnson Street, Hollywood, FL 33021 and the name of its initial registered agent at that address is Richard F. Schaeffer.

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation is authorized to issue and have outstanding is seven thousand five hundred (7,500) shares which shall be designated as common shares. Such shares shall be in a single class and have a par value of one (1) dollar per share.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- (A) The initial number of directors of the Corporation shall be two (2).
- (B) The number of directors of the Corporation may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders, but shall never be less than one (1).
- (C) The names and addresses of the initial Board of Directors who shall hold office until their successors are duly elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Richard F. Schaeffer	4930 Johnson Street Hollywood, FL 33021

Judi Thompson-Schaeffer	4930 Johnson Street Hollywood, FL 33021
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ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard F. Schaeffer	4930 Johnson Street Hollywood, FL 33021

Judi Thomspen-Schaeffer	4930 Johnson Street Hollywood, FL 33021
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ARTICLE IX - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the Corporation, have preemptive rights to purchase shares of any class or series issued, sold, or otherwise transferred for cash. To be effective, a preemptive right must be exercised by a tender, in cash, of the aggregate purchase price of the shares to be purchased to the Corporation at its

principal office. Any shareholder may only exercise preemptive rights to the same extent of the shares that shareholder already holds. Such shareholder shall be entitled to exercise preemptive rights with respect to all, and not less than all, shares that the shareholder's preemptive rights apply. No preemptive rights shall be exercised if, in the opinion of legal counsel to the Corporation, the exercise of such preemptive rights would violate any law, rule, or regulation, including but not limited to state and federal securities laws, to which the Corporation is subject.

ARTICLE X - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested in either the Board of Directors or the shareholders. However, no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of directors. Further, only shareholders may adopt a By-Law which increases or decreases the number of directors of the Corporation.

ARTICLE XI - AMENDMENT TO ARTICLES

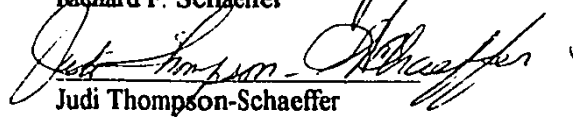
These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 23 of June, 1997.


Richard F. Schaeffer


Judi Thompson-Schaeffer

STATE OF FLORIDA)

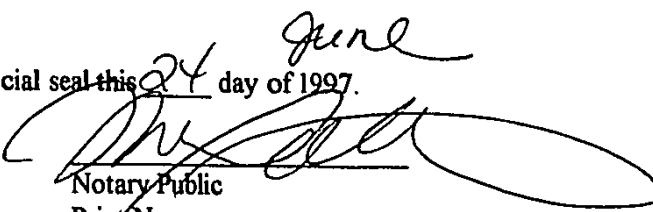
) SS.

COUNTY OF ~~DADE~~ 

BEFORE ME the undersigned authority, personally appeared Richard F. Schaeffer and Judi Thomson-Schaeffer, to me personally known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged

to and before me that they executed said instrument for the purposes therein expressed
and they did not take an oath.

WITNESS my hand official seal this 24 day of June 1997.


Notary Public

Print Name:



My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Mental
Health Experts, Inc., in accordance with the foregoing Articles of Incorporation.

DATED this 24 day of June, 1997.


Registered Agent

NOTARIES PUBLIC
JULY 1 1997 PM 1:33