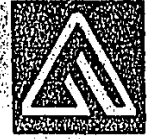


# ACTION GENERAL SERVICES, CORP.



WESTLAND PROFESSIONAL BUILDING  
1490 WEST 49TH PLACE, SUITE 515  
HIALEAH, FLORIDA 33012

PHONES: (305) 823-1201 • (305) 823-1634  
FAX: (305) 823-4961

Jul 14, 1997  
**P970000061184**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

600002237346--2  
-07/14/97--01114--004  
\*\*\*122.50 \*\*\*122.50


To whom it may concern:

Enclosed please find the Articles of Incorporation of PSYCHSTAR BEHAVIORAL MANAGEMENT, INC. and a check No. 2402 in the amount of \$122.50 which represents the fee to file the Corporation.

As soon as the Corporation is filed, please be so kind to return it to me to the address of the letter head.

Thank you, in advance for your prompt cooperation in this matter and/or should you have any questions, please feel free to contact me.

Sincerely yours,

  
Anita Gonzalez  
Action General Services, Corp.

/ag

FILED  
97 JUL 14 PM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 7-15-97

ARTICLES OF INCORPORATION  
OF  
PSYCHSTAR BEHAVIORAL MANAGEMENT, INC.

FILED  
97 JUL 14 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is PSYCHSTAR BEHAVIORAL MANAGEMENT, INC. and the mailing address is 5975 SUNSET DRIVE, SUITE 403, MIAMI, FL. 33143.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient of proper for the accomplishment of any of the purpose of the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and power herein named for the enhancements of the value of the property of the corporation or which at any time appear conducive there to or expedient.

ARTICLE III

TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the state of Florida. The date in which Corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 per value common stock, which shall be designated "Common Shares".

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Corporation is 5975 Sunset Drive, Suite 403, Miami, Fl. 33143 and the name of the initial registered agent of this Corporation is Angel E. Garrido, M.D., SOCIAL SECURITY 267-96-8716.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This Corporation shall have **THREE (3)** Directors initially. The number of directors may be either increased or diminished from time to time By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors of this Corporation are:

ANGEL E. GARRIDO, M.D.	5975 Sunset Drive, Suite 403 Miami, Fl. 33143
RAFAEL NODAL	5975 Sunset Drive, Suite 403 Miami, Fl 33143
ROGER ROUSSEAU, M.D.	5975 Sunset Drive, Suite 403 Miami, Fl. 33143

## ARTICLE VII

The officers of the Corporation shall be as followed:

ANGEL E. GARRIDO, M.D.	PRESIDENT	0 SHARES
RAFAEL NODAL	VICE-PRESIDENT	0 SHARES
ROGER ROUSSEAU, M.D.	TREASURER/SECRETARY	50 SHARES
PSYCHSTAR OF AMERICA, INC.	NONE	50 SHARES

## ARTICLE VIII

### AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and right conferred upon the shareholders is subject to this reservation. Furthermore, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

## ARTICLE IX

### POWERS

This Corporation shall have all the Corporate Powers enumerated in the Florida General Corporation Act.

## ARTICLE X

### DIVIDENDS

Dividends Payable in shares of any class may be paid to holders of shares of any other class.

## ARTICLES XI

### INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, Employees or Agents or former Directors, Officers, Employees or Agents or any persons who may have served at its request as a Director, Officers, Employees or Agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not limited to, the expenses, including the cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, Officer, Employee or Agent as therein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which it may be lawfully granted.

## ARTICLE XII


### INCORPORATION

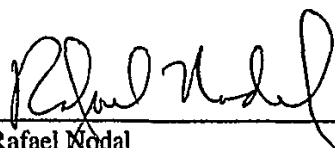
The names and addresses of the persons signing these Articles are:


Angel E. Garrido, M.D.  
Rafael Nodal  
Roger Rousseau, M.D.

5975 Sunset Dr., Suite 403, Miami, FL 33143  
5975 Sunset Dr., Suite 403, Miami, FL 33143  
5975 Sunset Dr., Suite 403, Miami, FL 33143

IN WITNESS WHEREOF, the undersigned, subscribers have executed these Articles of Incorporation this 3rd day of July, 1997.

  
Angel E. Garrido, M.D. and as  
Representative of PsychStar of America, Inc.

  
Rafael Nodal

  
Roger Rousseau, M.D.

#### ACKNOWLEDGEMENT

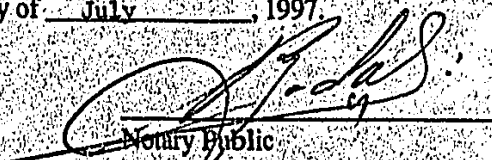
STATE OF FLORIDA )

SS:

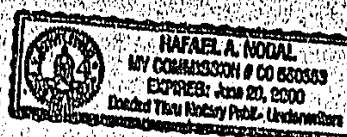
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Angel E. Garrido, M.D., Rafael Nodal and Roger Rousseau, M.D. personally known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set hand and affixed my official seal, in the State and County aforesaid, this 3rd day of July, 1997.

  
Notary Public  
Rafael A. Nodal  
Printed Name of Notary Public

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT

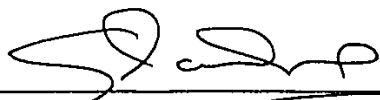
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PSYCHSTAR BEHAVIORAL MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named **ANGEL E. GARRIDO, M.D. 5975 SUNSET DRIVE, SUITE 403, MIAMI, FL. 33143** as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this Capacity, and agree to comply with the provision of said Act relative to keeping open said office.

This 3rd day of July, 1997.

  
\_\_\_\_\_  
Angel E. Garrido, M.D.

FILED  
97 JUL 14 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA