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FILED
97 JUL 28 PM 12:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
CHICAGO, ILLINOIS

July 25, 1997

Via Federal Express

Florida Department of State
Corporations Division
409 E Gaines Street
Tallahassee, FL 32399

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RE: Request for Filing Articles of Incorporation of Health Focus, Inc.
Corporate Name Reservation Number: R97000001871

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Health Focus, Inc. Kindly file the original with the Corporations Division of the Florida Department of State, and certify and return the enclosed copy to my attention. Also enclosed is a copy of the corporate name reservation acknowledgment letter we received from the Department of State confirming that the name "Health Focus, Inc." was previously reserved by me.

In addition to the above, I have attached hereto a check in the amount of one hundred and twenty-two dollars and fifty cents (\$122.50), which covers the cost of filing the Articles (\$70.00) and the request for one certified copy (\$52.50).

Should you have any questions regarding this request, please feel free to contact me at (202) 408-7178. Thank you for your attention to this matter.

Sincerely yours,

Tracy E. Weir
Tracy E. Weir
Paralegal

Enclosure: Articles of Incorporation (1 original and 1 copy)
Fees

cc: Mr. William Porro
Mr. Christopher L. White, Esq.

F. 0000001

JUL 31 1997

ARTICLES OF INCORPORATION
OF
HEALTH FOCUS, INC.

FILED
97 JUL 28 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator executes these Articles of Incorporation for the purposes of forming, and does hereby form, a corporation under the Florida Business Corporation Act, F.S.A. § 607.0101 *et seq.*, in accordance with the following provisions:

ARTICLE 1. Corporate Name. The name of the Corporation is Health Focus, Inc. (the "Corporation").

ARTICLE 2. Principal Office and Mailing Address. The street address of the Principal Office of the Corporation is:

3550 Biscayne Boulevard
Suite 510
Miami, FL 33137

The mailing address of the Corporation is:

3550 Biscayne Boulevard
Suite 510
Miami, FL 33137

ARTICLE 3. Capitalization. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock with a \$1.00 par value per share. The Board of Directors shall determine the consideration to be received for each share in the Corporation and shall authorize each issuance of shares. The rights, qualifications and powers of the Shareholders shall be as set forth in the Bylaws of the Corporation.

ARTICLE 4. No Preemptive Rights. No Shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock.

ARTICLE 5. Registered Office and Registered Agent. The address of the registered office in the State of Florida is 3550 Biscayne Boulevard, Suite 510, Miami, Florida 33137. The name of the registered agent at such address is William Porro.

ARTICLE 6. Incorporator. The name and address of the incorporator is:

Christopher L. White, Esq.
1301 K Street, N.W.
Suite 900, East Tower
Washington, D.C. 20005

ARTICLE 7. Purposes. The purposes of the Corporation are:

(a) To establish, operate and maintain a health services provider which will furnish health services, including, but not limited to the provision of day treatment programs and mental health services, to the residents of the State of Florida; and

(b) To engage in any and all lawful business purposes or enterprises for which business corporations may be organized under the Florida Business Corporation Act, and which the Board of Directors of the Corporation shall deem to be in the best interest of the Corporation, and to do all other things deemed by the Board of Directors to be necessary and desirable in connection with any of the Corporation's businesses.

ARTICLE 8. Directors. There shall be no less than three (3) directors of the Corporation (the "Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws. The initial directors shall be:


William Porro
Martha Subias Porro
Jose Cabrera

ARTICLE 9. Indemnification of Officers and Directors. The Corporation shall, to the fullest extent permitted by the provision of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify past and present officers and directors against any and all of the expenses, liabilities, or other matters referred to in, or exclusive of, any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders, or disinterested directors, or otherwise, both as to action in official capacity, and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE 10: Amendment of the Bylaws by the Board of Directors. In furtherance, and not limitation of, the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation as provided therein.

ARTICLE 12: Duration: The duration of the Corporation is perpetual.

I, THE UNDERSIGNED, for the purposes of forming a business corporation under the laws of the State of Florida, certify that the facts herein stated are true, and have accordingly hereunto set my hand.


Christopher L. White
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE 5 OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED INDIVIDUAL HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF HIS DUTIES.

DATE THIS 25th DAY OF July, 1997.

BY: 

William Porro

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97 JUL 28 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA