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UNLIMITED MENTAL CARE, INC
85 GRAND CANAL DR
SUITE 202
MIAMI, FLA 33140

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 8:29

by
10/7

ARTICLES OF INCORPORATION

OF

UNLIMITED MENTAL CARE, INC.

We, the undersigned, hereby agree to organize a corporation under the laws of the State of Florida, with Articles of Incorporation as follows:

FIRST: The name of the Corporation is:

UNLIMITED MENTAL CARE, INC.

SECOND: The Corporation is to have perpetual existence.

THIRD: The purpose for which the corporation is formed is to conduct any lawful business, and said Corporation shall possess and have all the powers now and hereafter conferred by the laws of the State of Florida upon corporations organized thereunder.

FOURTH: The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of ONE (1.00) DOLLAR per share, and shall be paid in lawful money of the United States of America, or in property, labor or services.

FIFTH:

(A) The post office address of the principal office of the Corporation in Florida is:

85 GRAND CANAL DR.,
SUITE 202
MIAMI, FLORIDA 33144

or at such other place within the State of Florida as the Board of Directors from time to time, by appropriate action shall determine.

(B) The initial incorporator of the corporation is

NANCY P. RODRIGUEZ

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SIXTH: The initial Registered Agent of the Corporation and the street address of the registered office is:

NANCY P. RODRIGUEZ
85 GRAND CANAL DR., SUITE 202
MIAMI, FLORIDA 33144

SEVENTH: The initial Board of Directors of the Corporation shall consist of

President NANCY P. RODRIGUEZ

EIGHTH: The names and post office addresses of the members of the initial Board of Directors, who shall hold office until the first annual Meeting of Shareholders, and until their successors are elected and qualified, are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
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Chairman of the Board

NANCY P. RODRIGUEZ

NINTH: The names and post office addresses of all subscribers of this corporation, and the number of shares which each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
NANCY P. RODRIGUEZ	85 GRAND CANAL DR SUITE 202 MIAMI, FLORIDA 33144	100

TENTH: The Board of Directors shall exercise all corporate powers, except as otherwise provided by statute, and in addition thereto, and to all other powers now or hereafter conferred by law or by these Articles of Incorporation or by the By-Laws, shall have the power:

(a) to hold meetings, or have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

(b) to make, alter and repeal the By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter and repeal the By-Laws.

(c) to fix and determine, from time to time, and to vary the amount of the working capital of the Corporation, to appropriate or set apart reserves for any corporate purpose, to determine what, if any dividends shall be declared and paid to stockholders out of the surplus or net profits and to direct and determine the use and disposition of any surplus or net profits over and above the capital of the Corporation.

(d) from time to time to authorize and issue obligation of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability subordination or otherwise, and with such maturities, as the mortgaging or pledging, as security therefor, of any part of the property of the Corporation, real or personal including after-acquired property.

ELEVENTH: No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporations, and any director individually or any firm of which any director may be a member or may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of this Corporation which shall authorize any such contract or transaction, notwithstanding the fact that such director is so interested.

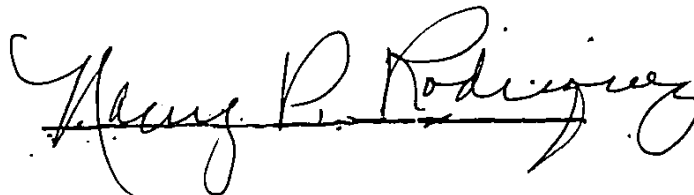
TWELFTH: The Corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties or a party by reason or being or having been directors or officers or a director or officer of the corporation, or of such other corporation, with the exception in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of any other rights to which those indemnified may be entitled, under any By-Laws, agreement, vote of stockholders or otherwise. The right of indemnification hereinabove stated shall, under no circumstances extend to or include indemnification for liabilities arising under the Securities Act of 1933, as amended.

THIRTEENTH: Stockholder shall have preemptive or similar right to have first offered to him any presently or hereafter authorized stock, or options, warrants, bonds debentures, notes or securities convertible into stock of the corporation which may at any time or times be issued or sold by the Corporation.

FOURTEENTH: There shall be no cumulative voting in any elections of any members of the Board of Directors for any class of stock.

FIFTEENTH: The Corporation reserves the right to amend, alter change or repeal any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned, being all of the subscribers hereinbefore named for the purpose of forming a corporation, do subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and accordingly have hereunto set our hands this 6th day of September, 1997.



PRESIDENT

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

BEFORE ME, a duly authorized Notary Public in the County and State aforesaid, personally appeared
who are well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and seal on this 6th day of September 1997

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: _____

UNLIMITED MENTAL CARE, INC

2. The name and address of the registered agent and office is:

NANCY P. RODRIGUEZ - PRESIDENT

85 GRAND CANAL DR., SUITE 202, MIAMI, FLORIDA 33144

SIGNATURE _____

(Corporate officer)

TITLE PRESIDENT

DATE 9-6-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE BY _____

DATE 9-6-97

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