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WRITER'S DIRECT DIAL NUMBER
DIANE MARVIN
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CHICAGO, ILLINOIS

April 2, 1998

Via Federal Express

Florida Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/03/98-01097-018
****131.25 ****131.25

RE: Request for Filing Articles of Incorporation of All Dynamic Strategies, Inc.

Dear Sir or Madam:

Please file with the Corporations Division of the Florida Secretary of State the enclosed original Articles of Incorporation of All Dynamic Strategies, Inc. ("Corporation"). I have included the original document for filing and a copy of the same. Upon filing the Articles of Incorporation, please date-stamp the copy and return it to me via the enclosed Federal Express mailer, along with a certified copy of the as-filed Articles of Incorporation, and a certificate of good standing.

The combined fee for this filing, the certified document request, and a certificate of good standing is one hundred thirty-one dollars and twenty-five cents (\$131.25). Enclosed please find a check covering the combined filing fee for this request.

Should you have any questions regarding this filing request, please feel free to contact me at (202) 408-7118. Thank you for your assistance with this matter.

Sincerely yours,

Diane L. Marvin

Diane L. Marvin
Paralegal

enc.: Articles of Incorporation (1 original and 1 copy)
Fees
Return Federal Express mailer

cc: Jill Volovar (w/enc.)
Christopher L. White, Esq. (w/enc.)

FILED
98 APR -3 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/6/98-TA

**ARTICLES OF INCORPORATION
OF
ALL DYNAMIC STRATEGIES, INC.**

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

ARTICLE 1. Corporate Name. The name of the corporation is All Dynamic Strategies, Inc. (the "Corporation").

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

6500 SW 145 Street
Miami, Florida 33158

The mailing address of the Corporation is:

6500 SW 145 Street
Miami, Florida 33158

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 6500 SW 145 Street, Miami, Florida 33158. The name of the registered agent at such address is Jill M. Volovar.

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

Christopher L. White, Esq.
Gardner, Carton & Douglas
1301 K Street, NW
Suite 900, East Tower
Washington, D.C. 20005

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TALLAHASSEE, FLORIDA

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

(a) To establish, operate and maintain a clinical and mental health care consulting business serving health care providers, including community mental health centers, within, and outside of, the State of Florida.

(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 one (1) director of the Corporation (the "Board of Directors"). At all times, the actual number of directors shall be as described in the Bylaws. The initial director[s] shall be:

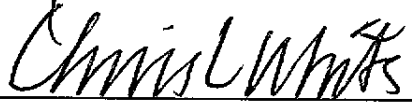
Jill M. Volovar.
Steven Volovar

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 in 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 11. Duration. The duration of the Corporation is perpetual.

I, THE UNDERSIGNED, for 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 HER DUTIES.

DATED THIS 30 DAY OF March, 1998.

BY:



JILL M. VOLOVAR

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98 APR -3 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA