

P980000034249

Philip E. Goss, Jr., P.A.
Attorney at Law

Philip E. Goss, Jr.
1172 South Dixie Highway
Suite 188
Coral Gables, FL 33146

Office 305.668.7116
Telefax 305.668.7189
Message Center 800.721.0223

April 9, 1998

500002486315--G
-04/13/98-01047-013
****122.50 ****122.50

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Comprehensive Outpatient Psychotherapy Services, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50.

Very truly yours,



Philip E. Goss, Jr.

FILED
98 APR 13 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC'D APR 15 1998

ARTICLES OF INCORPORATION
OF
COMPREHENSIVE OUTPATIENT PSYCHOTHERAPY SERVICES, INC.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of the corporation shall be:

COMPREHENSIVE OUTPATIENT PSYCHOTHERAPY SERVICES, INC.
12651 S. Dixie Highway, Ste. 209
Miami, FL 33156

FILED
98 APR 13 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the 15th day of April, 1998.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

Philip E. Goss, Jr.
12651 S. Dixie Highway, Ste. 209
Miami, FL 33156

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have one (1) Director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

Philip E. Goss, Jr.
1401 Baracoa Avenue
Coral Gables, FL 33146

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Philip E. Goss, Jr.
1401 Baracoa Avenue
Coral Gables, FL 33146

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority

vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 9th day of April, 1998.


Philip E. Goss, Jr.

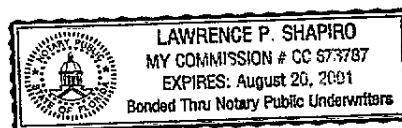
STATE OF FLORIDA)
COUNTY OF Broward)

BEFORE ME, a Notary Public, personally appeared Philip E. Goss, Jr., to me known to be the person described as Incorporator or who has produced G-200 665 59012 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at Broward County, Florida, this 9 day of April, 1998.

My Commission Expires:


NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That COMPREHENSIVE OUTPATIENT PSYCHOTHERAPY SERVICES, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of

Incorporation, has named Philip E. Goss, Jr., 1401 Baracoa Avenue, Coral Gables, Fl 33146, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


Philip E. Goss, Jr.

FILED
98 APR 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA