

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Angels Innovative Community
Services, Inc

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- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ✓ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
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ARTICLES OF INCORPORATION
OF
ANGELS INNOVATIVE COMMUNITY SERVICES, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporations Act, adopt the following articles of incorporation for such corporation.

ARTICLE I - NAME: The name of the corporation is ANGELS INNOVATIVE COMMUNITY SERVICES, INC.

ARTICLE II - PURPOSE: This corporation is organized for the purpose of delivery of mental health services and conducting all business or activities legally permitted under the laws of the United States and the State of Florida.

ARTICLE III - DURATION: The period of the duration of the corporation is to be perpetual.

ARTICLE IV - CAPITAL STOCK: This corporation is authorized to issue two (2) shares of common stock of no par value.

ARTICLE V - INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation is 207 E. Cedarwood Circle, Kissimmee, Florida 34743, and the name of the initial registered agent of this corporation at said address is Charles W. Waterman.

ARTICLE VI - SHAREHOLDER MANAGEMENT: This corporation shall not have a Board of Directors, but shall be managed directly by or under the direction of the shareholders.

ARTICLE VII - OFFICERS: The business of the corporation is to be conducted by a President and Secretary, and the Stockholders and such other officers, agents, or committees as the Stockholders may create, adopt, select and appoint. No officer shall be required to be a Stockholder except the president as a condition precedent to the right to hold office.

ARTICLE VII - INCORPORATORS: The name and address of the incorporators are:

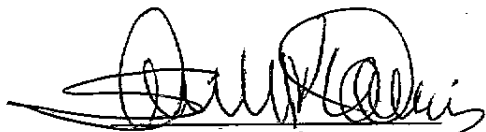
Shirley P. Harris	Philippe J.J. Martineau
927 Lenox Road	927 Lenox Road
Brooklyn, New York 11203	Brooklyn, New York 11203

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF SHARES: In the event any Shareholder should receive a bona fide offer to purchase any shares, or otherwise transfer any shares, and should any Shareholder desire to sell such share or shares, or be compelled to do so, or should a transfer result or be required for any reason, then the other shareholders shall hold and enjoy the first right and privilege to purchase said shares for the price and on the terms of said bona fide offer or other price as may be fixed in the by-laws of Angels Innovative Community Services, Inc. The selling shareholder or person responsible for the transfer, shall notify all other Shareholders and the Secretary of the Corporation by registered mail, in writing, of said offer and all other shareholders shall have a period of 15 days from receipt thereof within which to notify the Secretary of the Corporation in writing of their desire to purchase said shares for said price and on said terms. Should all other Shareholders fail to do so, the selling or recipient Shareholders shall have the right to accept such other offer or shares. In the event any Shareholders do elect to purchase said share or shares, the Secretary of the Corporation shall allow electing Shareholders to purchase same and shall transfer the

records and certificates of shares only to electing Shareholders in proportion to their number of shares previously held. The transfer value of any shares which are subject of any involuntary transfer, whether from death, incapacity, divorce, bankruptcy, or any other cause shall be as established in the by-laws of the corporation.

ARTICLE IX - AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Stockholders by a majority entitled top vote thereon at one (1) vote per share.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed to these Articles of Incorporation this 2 day of Jan, 1998.

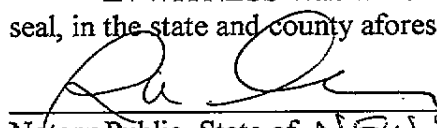

Shirley P. Harris


Philippe J. Martineau

STATE OF NEW YORK
COUNTY OF KINGS

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared SHIRLEY P. HARRIS and PHILIPPE J. J. MARTINEAU, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2 day of January, 1998.



Notary Public, State of NEW YORK
Printed Name: RUBY W. ALLEN
My commission expires: _____
My commission number: _____

RUBY W. ALLEN
Commissioner of Deeds, City of New York
No: 2-10334
Cert. Filed in New York County
Commission Expires 11/1/98

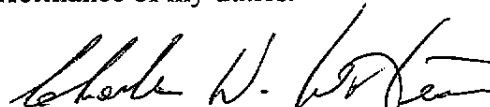
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

ANGELS INNOVATIVE COMMUNITY SERVICE, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business at 207
E. Cedarwood Circle, Kissimmee, Osceola County, Florida 34743, has named **Charles
W. Waterman**, at that address as its agent to accept service of process within Florida.

Signature:  (Officer)
Print: SHIRLEY P. HARRIS
Date: 1/2/98

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.


Registered Agent
Printed Name: Charles W. Waterman
Date: _____

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