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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: APC EMPLOYEE ASSISTANCE PROGRAM DESIGN, INC.

Enclosed please find an original and one (1) copy of the Articles
of Incorporation for the above corporation and check in the amount
of \$122.50.

From: Emily L. Dowdy, Attorney at Law
P.O. Box 71
Panama City, Florida 32402
(850) 785-8112

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 8:53

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ARTICLES OF INCORPORATION
OF
APC EMPLOYEE ASSISTANCE PROGRAM DESIGN, INC.

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SECRETARY OF CORPORATIONS
98 NOV 10 AM 8:53

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is APC EMPLOYEE ASSISTANCE PROGRAM DESIGN, INC.

ARTICLE II

DURATION: This corporation shall exist perpetually commencing upon filing of these Articles.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

- (1) To provide full service Employee Assistance Programs to employers;
- (2) To provide various mental health care programs and services, including but not limited to Managed Mental Health Care Programs, Consulting Services and/or Drug and Alcohol Testing and Substance Abuse Treatment Services;
- (3) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act;
- (4) To undertake such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue Two Hundred (200) shares of one dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS: The Principal Office and mailing address for this Corporation is 213 Harrison Avenue, Panama City, Florida 32401, the same as the registered office.

ARTICLE VI

REGISTERED AGENT AND ADDRESS: The street address of the resident office of this corporation is 213 Harrison Avenue, Panama City, Florida 32401, and the name of the official registered agent of this corporation at that address is BRIAN L. HUMBOLDT.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
BRIAN L. HUMBOLDT	111 HARRISON AVENUE PANAMA CITY, FLORIDA 32401
WILLIAM H. COLEMAN	817 GARDEN CLUB DRIVE PANAMA CITY, FLORIDA 32401

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of these Articles of Incorporation is: BRIAN L. HUMBOLDT, 111 Harrison Avenue, Panama City, Florida 32401.

ARTICLE IX

AMENDMENTS: The Corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 7th day of November, 1998.

Brian L. Humboldt
BRIAN L. HUMBOLDT
INCORPORATOR

STATE OF FLORIDA:
COUNTY OF BAY:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN L. HUMBOLDT, know to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 7th day of November, 1998.

SWORN TO AND SUBSCRIBED
before me this 7 day of November, 1998.

Diane Clayton
NOTARY PUBLIC

DIANE CLAYTON

My Commission Expires:

NOTARY NUMBER: CC 618297

Personally Known X
Type of Identification Produced _____



Diane Clayton
My Commission CC618297
Expires April 19, 2001

Produced Identification

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 AM 8:53

Pursuant to the provisions of section 607.0501, 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:

APC EMPLOYEE ASSISTANCE PROGRAM DESIGN, INC.

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

BRIAN L. HUMBOLDT
213 HARRISON AVENUE
PANAMA CITY, FLORIDA 32405



BRIAN L. HUMBOLDT

Title: President

November 7, 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



BRIAN L. HUMBOLDT