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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 661-8503
Fax Number : (305) 661-8621

*Corrected***FLORIDA PROFIT CORPORATION OR P.A.****WELLCARE BEHAVIORAL, INC.**

Certificate of Status	0
Certified Copy	3
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F. CHESSE

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**Articles Of Incorporation
Of
Wellcare Behavioral, Inc.**

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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Wellcare Behavioral, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 661-8503

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Alan Goldberg
13500 S.W. 88th St. Ste. 285
Miami, FL 33186

SEVENTH: The name and address of the incorporator is:

Alan Goldberg
13500 S.W. 88th St. Ste. 285
Miami, FL 33186

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

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Alan Goldberg
13500 S.W. 88th St. Ste. 285
Miami, FL 33186

NINTH: The mailing address and principal office of
the corporation is:

Wellcare Behavioral, Inc.
13500 S.W. 88th St. Ste. 285
Miami, FL 33186

DATED: November 25, 1998


ALAN GOLDBERG
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and
responsibilities as registered agent of the corporation.


ALAN GOLDBERG

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