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Law Offices of Carl A. Cascio, P.A.

Carl A. Cascio

David S. Nicnick
Gary S. Gaffney
(of Counsel)

March 9, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002804001 -- 1
-03/12/99-01052-003
122.50 **78.75

Re: PSI Health Services, Inc.

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, along with a check in the amount of \$122.50 for filing, designation of registered agent, and certified copy fee for the above-referenced entity. Please return the Certificate of Incorporation and certified copy of the Articles to this office at your earliest convenience.

If you have any questions, please contact my office. Thank you.

Very truly yours,

Carl A. Cascio

CAC/gk
Enclosures

FILED
99 MAR 12 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 18 1999

First Financial Plaza

639 East Ocean Avenue, Suite 207 - Boynton Beach, FL 33435 - (561) 736-7743 - Fax (561) 737-9775

**ARTICLES OF INCORPORATION
OF
PSI HEALTH SERVICES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is PSI Health Services, Inc.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence. The effective date of this Corporation shall be the date of filing of these Articles.

**ARTICLE III
PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which profit corporations may be incorporated under the Florida General Corporation Act. No other purpose limits the general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV
SHARES**

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the Corporation is c/o 100 Linton Towers, Suite 152A, Delray Beach, Florida 33444. The street address of its initial Registered Office is 100 Linton Towers, Suite

152A, Delray Beach, Florida 33444, and the name of its initial Registered Agent at such address is James M. Dibble.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
James M. Dibble 722 N.W. 8th Court Boynton Beach, FL 33426	President, Secretary
Sylvia Cooper 10780 Madison Drive Boynton Beach, FL 33437	Vice President, Treasurer

ARTICLE VII
INCORPORATORS

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

<u>Name</u>	<u>Address</u>
James M. Dibble	722 N.W. 8th Court Boynton Beach, FL 33426

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE IX
INITIAL OFFICERS

The names, offices and street addresses of the first officers of this Corporation, who shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
James M. Dibble	President, Secretary	722 N.W. 8th Court Boynton Beach, FL 33426
Sylvia Cooper	Vice President, Treasurer	10780 Madison Drive Boynton Beach, FL 33437

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 11th day of March, 1999.

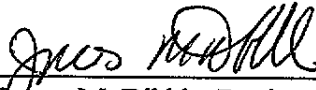
PSI HEALTH SERVICES, INC.

By: 
James M. Dibble, President

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

PSI HEALTH SERVICES, INC.



James M. Dibble, Registered Agent

a:PSIARTICLES

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