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August 5, 1999

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

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-08/09/99--01050--012
*****35.00 *****35.00

Re: Articles of Amendment - Youth and Family Alternatives, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Amendment for the above non-profit corporation.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of \$35.00 is enclosed to cover the cost of same.

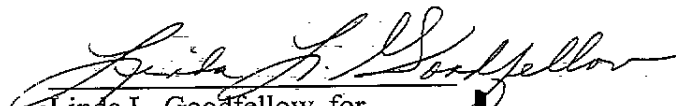
If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON & TORRENCE

FILED
99 AUG -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Linda L. Goodfellow, for
Alfred W. Torrence, Jr., Esquire

Enclosure

F:\Youth & family alt\corporate\letter.amd
5/1/95

Instant
T. LEWIS AUG 12 1999

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

YOUTH AND FAMILY ALTERNATIVES, INC.

FILED
99 AUG -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1007 and 617.1001 of the Florida Not For Profit Corporation Act, the undersigned Corporation, under Articles of Incorporation filed on August 17, 1970, pursuant to a resolution duly adopted by its Board of Directors and its Members, being one and the same, hereby amends its Articles of Incorporation and further restates the same as follows:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be YOUTH AND FAMILY ALTERNATIVES, INC., 7524 Plathe Road, New Port Richey, Florida 34653.

ARTICLE II: PURPOSES AND POWERS

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. More specifically, the Corporation is organized for the purpose of:

(a) To establish and carry on in any county within the State of Florida, caring, innovative, solution-oriented child and family services, offering highly effective expertise, leadership and specialized services, in delinquency, mental health and child welfare areas, thereby meeting the needs of communities and their populations, primarily in suburban and rural locations in the State of Florida.

(b) To own, rent, lease, operate and maintain sufficient real and personal property in any county within the State of Florida to carry out the purposes herein above expressed.

(c) To receive donations, gifts or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to perform and execute any and all such conditions or trusts.

(d) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidence of indebtedness.

(e) This Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

(f) To carry out any of the purposes or powers set forth in this Article in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

(g) The purposes or powers set forth in this Article are not in limitation of the general powers conferred by the non-profit corporation law of the State of Florida.

ARTICLE III: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

(b) Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170(c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE IV: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V: OFFICERS - AMENDED

The officers of the Corporation shall be a Board Chair, Vice-Chair, President, Secretary and Treasurer. The By-Laws shall describe the officers' respective duties and authority. The Board of Directors, by amendment to the By-Laws, may create such other offices as it desires.

ARTICLE VI: DIRECTORS

(a) The Board of Directors shall consist of not less than nine (9) nor more than seventeen (17) members. Eligibility requirements, method of election and term of office for the Board of Directors shall be set forth in the By-Laws.

(b) A quorum of the Board of Directors shall consist of one-third (1/3) of the members of the Board of Directors serving from time to time.

ARTICLE VII: AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The Board of Directors shall have power to adopt, alter and rescind the Articles of Incorporation by two-thirds (2/3) vote. Amendment to the By-Laws shall be made as set forth therein.

ARTICLE VIII: FORMER ARTICLE III

Former Article III on members has been deleted in its entirety by this amendment so the Corporation will have no members.

ARTICLE IX: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal officer of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The Officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article II. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

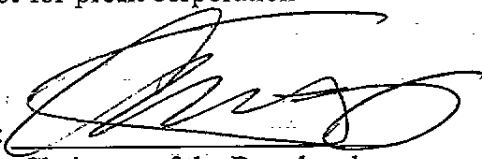
ARTICLE XI: DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

The foregoing restated Articles of Incorporation restate, integrate and amend in accordance with Sections 617.1007 and 617.1001 the provisions of the Corporation's Articles of Incorporation as theretofore amended, and with the exception of the new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Articles of Incorporation. The provisions of this amendment and restatement supercede the original Articles and all amendments to them. The Board of Directors and Members are one and the same and notice of this amendment and restatement was given as required by the By-Laws and adopted by a majority vote of the quorum present.

DATED this 23 day of July, 1999.

Youth and Family Alternatives, Inc.
a not-for-profit corporation

By: 

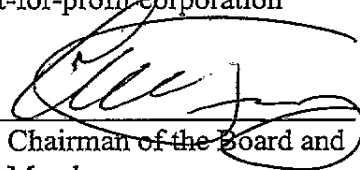
Chairman of the Board and
Members

CERTIFICATE

In accordance with Section 602.1007(4), it is hereby certified that the Board of Directors, who are the only members of the Corporation, adopted the foregoing restated Articles of Incorporation.

DATED this 23 day of July, 1999.

Youth and Family Alternatives, Inc.
a not-for-profit corporation

By: 
Chairman of the Board and
Members