

COLLIER **PREGNANCY CENTERS** Formerly EPS
Support. Solutions. Resources.

730792

15 January 2002

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

300004789159--4
-01/22/02--01100--013
*****35.00 *****35.00

Re: Filing of Amended and Restated
Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation of COLLIER PREGNANCY CENTERS, INC., together with a check for the filing fee.

Please file as appropriate and return a filed copy.

Please contact me at (941) 248-0694 immediately with any questions or problems, ^{hard} thank you for your cooperation.

Sincerely yours,

Patricia Bucalo
Secretary/Treasurer

FILED
02 FEB 18 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

730792
Amended Restated
2-18-02
ST

CollierPregCtr@gulfaccess.net

24 Hour Assistance • 1-888-4-OPTIONS

America's Crisis Pregnancy Helpline

970 Fifth Avenue North, Naples, Florida 34102 • phone 941-262-6381 • fax 941-262-2705





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2002

PATRICIA BUCALO
970 FIFTH AVENUE NORTH
NAPLES, FL 34102

SUBJECT: COLLIER PREGNANCY CENTERS, INC.
Ref. Number: 730792

We have received your document for COLLIER PREGNANCY CENTERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 602A00004473

RECEIVED
02 FEB 14 PM 12:47
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLLIER PREGNANCY CENTERS, INC.**

ARTICLE I
NAME

The name of the corporation is **COLLIER PREGNANCY CENTERS, INC.** The principal place of business and mailing address of the corporation shall be 970 5th Avenue N., Naples, Florida 34102.

ARTICLE II
PURPOSE

The purpose of this corporation shall be to engage in charitable purposes within the meaning of Section 501(c)(3) of the Internal Code of 1996, as amended, and any corresponding section of any future federal tax code (the "Code").

SECRETARY OF STATE
FALLAHASSE, FLORIDA
02 FEB 18 AM 11:38

FILED

ARTICLE III
METHOD OF ELECTION OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3). Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws of the corporation. The number of Directors may be increased or decreased from time to time by amendment to or in the manner provided in the Bylaws, but the corporation shall never have fewer than three (3) Directors.

ARTICLE IV
MEMBERS

There are no members of the corporation entitled to vote. The membership of this corporation and the manner of admission, if any, shall be set out in the Bylaws of the corporation.

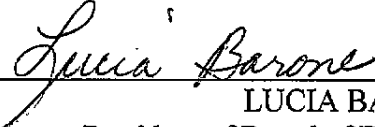
ARTICLE V
INDEMNITY

The corporation shall indemnify the Officers and Directors of the corporation as provided for in the Bylaws of the corporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 970 5th Avenue N., Naples, Florida 34102 and the name of the initial registered agent of this corporation at that address is RENEE S. BECKNER.

IN WITNESS WHEREOF, I have made and subscribed these Amended and Restated Articles of Incorporation this 12th day of December, 2001.



LUCIA BARONE
President of Board of Directors

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I may be found as registered agent for service of process upon said corporation, at the address set for in Article VI of said Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, as said registered agent, I have signed this Acceptance on this 12th day of December, 2001.

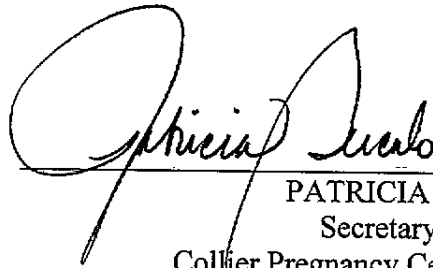


RENEE S. BECKNER
Registered Agent

FILED
02 FEB 18 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

The undersigned hereby certifies that the preceding Amended and Restated Articles of Incorporation of Collier Pregnancy Centers, Inc. dated December 12, 2001 was adopted by the board of directors and does not contain any amendments requiring member approval.



PATRICIA BUCALO
Secretary/Treasurer
Collier Pregnancy Centers, Inc.

2/5/02

Date