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April 21, 2005

VIA FEDERAL EXPRESS

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

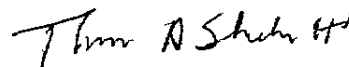
Re: Hanley Center, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Fifth Amended and Restated Articles of Incorporation for the above-referenced company, together with a check in the amount of \$43.75 payable to Secretary of State to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,



Thomas A. Sheehan, III

TAS:smw
Enclosures

**FIFTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HANLEY CENTER, INC.**

The undersigned, a natural person competent to contract and the Chair of the hereinafter described corporation, hereby files and certifies that these Fifth Amended and Restated Articles of Incorporation of Hanley Center, Inc. (the "Corporation"), have been adopted by the unanimous written consent of the Member of the Corporation. The date of adoption of these Amended and Restated Articles of Incorporation is April 21, 2005.

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SECRETARY OF STATE
PALM BEACH, FLORIDA

ARTICLE I

Name of Corporation

The name of this Corporation shall be HANLEY CENTER, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 5200 East Avenue, West Palm Beach, Florida 33407.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law, including but not limited to serving the needs of chemically-dependent persons and significant others through prevention, assessment, rehabilitation, education, family, aftercare and similar programs, and to support the teachings and philosophies of All-Anon and Alcoholics Anonymous, and to provide services, including facilities and personnel for the care, treatment and rehabilitation of persons who are dependent on, or otherwise abuse, chemical substances.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Member, directors, or officers, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Qualification and Admission of Member

The Member of this Corporation shall HBH, Inc.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this Corporation is 5200 East Avenue, West Palm Beach, Florida 33407, and the name of the registered agent of this Corporation at such address is Terry H. Allen.

ARTICLE VII

Board of Directors

This Corporation shall have not more than fifteen (15) Directors, but shall never be less than three (3). The Directors of this Corporation shall be appointed by the Member, and may be removed by the Member at any time.

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of all then-sitting Directors.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by vote of the Member.

ARTICLE X

Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of this Corporation, or any settlement thereof, whether or not he or she is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his or her

duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE XI

Dissolution

In the event of dissolution, any residual assets of this Corporation shall be distributed as directed by the Member for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue law of the United States, or to the federal, or a state, or a local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned Chair has executed these Amended and Restated Articles of Incorporation, this 21st day of April, 2005.

Michael J. Hanley
Print Name: Michael J Hanley

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of April, 2005, by Michael J. Hanley and

he/she is personally known to me, OR
_____ has produced _____ as identification.

Thomas A. Sheehan III
Notary Name: _____
Notary Public Serial (Commission) Number
(if any) _____

(NOTARY STAMP)

