N39014

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BASIC AMENDMENT

PHOENIX PROGRAMS OF FLORIDA, INC.

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Amended & Restated Art.

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 17, 2004

PHOENIX PROGRAMS OF FLORIDA, INC.
936 S.E. FT. KING ST.
OCALA, FL 34471US

SUBJECT: PHOENIX PROGRAMS OF FLORIDA, INC.
REF: N39014

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE AMENDED AND RESTATED ARTICLES REFLECT THE NEW REGISTERED AGENT BEING FINN KAVANAGH.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

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Darlene Connell
Document Specialist

FAX Aud. #: H04000167637
Letter Number: 404A00050655

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PHOENIX PROGRAMS OF FLORIDA, INC.

UNDER SECTION 617.1002 AND 617.1007 OF THE FLORIDA NOT FOR PROFIT CORPORATION ACT

(*Document Number N39014*)

***

WE, THE UNDERSIGNED, J. Finn Kavanagh and Fredric H. Goldstein, being respectively the Vice President Regional Director and Assistant Secretary of Phoenix Programs of Florida, Inc., hereby certify:

1. The name of the Corporation is Phoenix Programs of Florida, Inc.

2. The Amended and Restated Certificate of Incorporation was filed on December 17, 1998.

3. The text of the Certificate of Incorporation is hereby amended and restated to effect the amendment authorized by the Not-for-Profit Corporation Law whereby the Eighth Article is amended to state that the current Registered Agent has been changed to Finn Kavanagh, Phoenix Programs of Florida, Inc., 936 S.E. Fort King Street, Ocala, Florida 34474.

The Certificate of Incorporation, as amended and restated, shall read as follows:

FIRST: The name of the Corporation is PHOENIX PROGRAMS OF FLORIDA, INC.

SECOND: The Corporation is a not-for-profit corporation.

THIRD: The duration of the Corporation is perpetual.

FOURTH: The Corporation is organized and operated not for profit but exclusively for charitable purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its member, directors, officers, or other private persons, except that the 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 this Article IV. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 20559(a) and 2522(a) of the Code. The Corporation shall have all the powers given to non-for-profit corporations under the laws of the State of Florida.

Subject to the above provisions, the Corporation shall have the following specific objectives:

(a) To establish, maintain and operate residential and ambulatory treatment centers for the rehabilitation of drug and substance abusers.

(b) To engage in and promote research, public information and awareness, and to engage in and promote benefits, performances, lectures, and other activities in connection with the treatment and rehabilitation of drug and substance abusers, and the operation of therapeutic communities.

(c) To operate substance abuse programs for the State of Florida or any agency, department, division or other entity thereof, including without limitation the Florida Department of Corrections.

FIFTH: The street address of the initial principal office and mailing address the Corporation is 936 S.E. Fort King Street, Ocala, Florida 34474.

SIXTH: The By-laws of the Corporation may be altered, amended or repealed only by the member(s) of the Corporation and new By-laws may be adopted only by the member(s) of the Corporation.

SEVENTH: The directors shall be elected as set forth in the By-laws of the Corporation.

EIGHTH: The name and address of the current registered agent of this Corporation is Finn Kavanagh, Phoenix Programs of Florida, Inc., 936 S.E. Fort King Street, Ocala, Florida 34474.

NINTH: This amendment and restatement of the Articles of Incorporation was adopted by vote of the sole member of the Corporation at a meeting of the member of the Corporation on the 2nd day of June, 2004.

IN WITNESS WHEREOF, we have subscribed this Certificate this 21 day of July, 2004, and we affirm that the statements contained therein are true under penalties of perjury.

J. Finn Kavanagh
Vice President, Regional Director

Fredric H. Goldstein
Secretary

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Finn Kavanagh
Registered Agent