

**723850**  
 Foly Harder  
 Requestor's Name

Address  
 787-6100  
 City/State/Zip Phone #

97 OCT 14 AM 9:33  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Birth Education Training, Acceptance Inc  
 (Corporation Name) (Document #)
2. Chancelock Inc  
 (Corporation Name) (Document #)
3. 300002319918--7  
 (Corporation Name) (Document #) -10/14/97--01037--028  
 \*\*\*\*\*96.25 \*\*\*\*\*96.25
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Walk in     Pick up time 3:30     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

10/15/97  
 [Handwritten initials]

97 OCT 14 AM 10:45  
 DEPARTMENT OF CORPORATION  
 PROCESSED

Examiner's Initials	
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**CERTIFICATE OF AMENDMENT AND RESTATEMENT  
FOR  
BIRTH, EDUCATION, TRAINING, ACCEPTANCE, INC.**

FILED  
97 OCT 14 AM 9:23  
TALAHASSEE  
FLORIDA

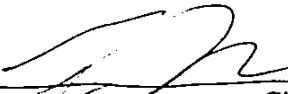
**BIRTH, EDUCATION, TRAINING, ACCEPTANCE, INC.**, a Florida not-for-profit corporation (the "Corporation"), under the hand of its Chairman of the Board, Terence J. Delahunty, hereby certifies:

The Board of Directors of the Corporation adopted and approved by a majority vote and submitted to a vote of the members, a resolution setting forth the proposed Amended and Restated Articles of Incorporation, attached hereto as Exhibit A on June 03, 1997.

The members of the Corporation at a special meeting called and held June 03, 1997, pursuant to the Bylaws of the Corporation, adopted and approved by a majority vote the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate to be signed in its name by its Chairman of the Board on this 13th day of October, 1997.

**Birth, Education, Training, Acceptance, Inc.**

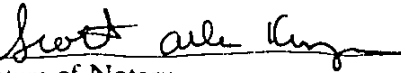
  
By: Terence J. Delahunty, Chairman of the Board

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of October, 1997, by Terence J. Delahunty, the Chairman of the Board of Birth, Education, Training, Acceptance, Inc., a Florida not-for-profit corporation, on behalf of the corporation. Such person did not take an oath and: *(notary must check applicable box)*

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

  
Signature of Notary \_\_\_\_\_  
Notary Public, State of Florida  
Commission CC655428  
Expires June 15, 2001

Name of Notary (Typed, Printed or Stamped) \_\_\_\_\_  
Commission Number (if not legible on seal): \_\_\_\_\_  
My Commission Expires (if not legible on seal): \_\_\_\_\_

Exhibit A

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
BIRTH, EDUCATION, TRAINING, ACCEPTANCE, INC.  
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

Pursuant to Section 617.1007 of the Florida Statutes, **BIRTH, EDUCATION, TRAINING, ACCEPTANCE, INC.** a Florida not-for-profit corporation, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLES OF INCORPORATION  
FOR  
BETA Center, INC.

**BETA Center, Inc.**, under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I  
Corporate Name

The name of the Corporation is **BETA Center, Inc.** (the "Corporation").

ARTICLE II  
Corporate Address

The address of the principal office and the mailing address of the Corporation is:

4680 Lake Underhill Road  
Orlando, FL 32807

ARTICLE III  
Not For Profit

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE IV  
Corporate Purposes

The purposes for which the Corporation have been organized are as follows:

To conduct the following activities, which are charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"), or the corresponding provision of any future United States internal revenue law:

A. To establish and maintain an organization by which the needs of pregnant women can be nurtured and fulfilled.

B. To create and maintain an organization which creates an awareness in society of the needs of the pregnant woman and encourage an understanding of her.

C. To receive, and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code;

D. To acquire, own, purchase, lease, invest, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation; and

E. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, in furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable, educational, religious, or scientific purposes as specified in Section 501(c)(3) of the Code and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to the Children's Home Society and Catholic Social Services which are exempt organizations under Section 501(c)(3) of the Code, or if they are no longer duly organized, to another charitable organization which shall qualify under Section 501(c)(3) of the Code or to the Federal government or to a State or local government for a public purpose, or to such organizations as shall qualify under Section 501(c)(3) of the Code, or to another organization to be used in such manner as in the judgment of a County or Circuit Court Judge of the State of Florida will best accomplish the general purposes for which this Corporation was organized.

ARTICLE V  
Election of Directors

The Board of Directors of the Corporation shall be comprised of such number of Directors as is specified in the Bylaws of the Corporation and such Directors shall be elected annually, in accordance with the Bylaws.

ARTICLE VI  
No Members

The Corporation shall not have Members and shall not issue membership certificates.

ARTICLE VII  
Non-stock Basis

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

ARTICLE VIII  
Duration

The duration of the corporation is perpetual.

ARTICLE IX  
Registered Office and Registered Agent


The address of the Registered Office of the Corporation in the Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32202-3527, and the Registered Agent at such address is F&L Corp.

ARTICLE X

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting called for that purpose.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged these Amended and Restated Articles of Incorporation on this 13th day of October, 1997.

**BIRTH, EDUCATION, TRAINING,  
ACCEPTANCE, INC.**

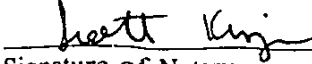
  
\_\_\_\_\_  
Terence J. Delahunty  
Chairman of the Board

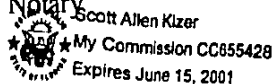
STATE OF FLORIDA  
COUNTY OF ORANGE

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- is/are personally known to me.  
 produced a current Florida driver's license as identification.  
 produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

  
\_\_\_\_\_  
Signature of Notary



\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal): \_\_\_\_\_  
My Commission Expires (if not legible on seal): \_\_\_\_\_

F & L CORP.

Consent of sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.  
John R. Dawson  
Michael W. Grebe  
Charles V. Hedrick  
William D. King  
David M. Rieth  
John A. Sanders  
William P. Sklar  
Martin A. Traber  
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe  
Chairman and Chief Executive  
Officer

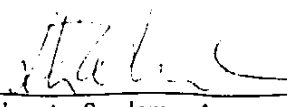
**ACCEPTANCE OF APPOINTMENT  
BY REGISTERED AGENT**

**THE UNDERSIGNED**, a foreign corporation authorized to transact business in the State of Florida, having been named in Article IX of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED**, this 13th day of October, 1997.

**REGISTERED AGENT:**

**F & L CORP.,**  
a Wisconsin corporation

By:   
John A. Sanders, Agent

**FILED**  
97 OCT 14 AM 9:38  
STATE  
TALLAHASSEE, FLORIDA