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12/30/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWSS
PHONE: (954) 523-2626

ACCT#: 076060003657

FAX #: (954) 523-5306

NAME: OUTREACH BROWARD, INC.

AUDIT NUMBER.....H97000021304

DOC TYPE.....MERGER OR SHARE EXCHANGE

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merger

Dec
12/31

ARTICLES OF MERGER
Merger Sheet

MERGING:

PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC., a Florida corporation,
N26259

INTO

OUTREACH BROWARD, INC., a Florida corporation, 730993

File date: December 30, 1997, effective January 1, 1998

Corporate Specialist: Teresa Brown

FAX AUDIT NUMBER:H97000021304

ARTICLES OF MERGER
between **PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC.**, a Florida
Not-for-Profit corporation ("**PATHWAYS**") and
OUTREACH BROWARD, INC.,
a Florida Not-for-Profit corporation ("**OUTREACH**").

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-98

Pursuant to Section 617.1105 of the Florida Corporations Not-for-Profit Act (the "Act"),
OUTREACH and **PATHWAYS** adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 30, 1997, between **OUTREACH** and **PATHWAYS** was approved and adopted unanimously by the Board of Directors of **PATHWAYS** on October 14, 1997, and was approved and adopted unanimously by the Board of Directors of **OUTREACH** on October 22, 1997. Neither corporation has any members.
2. The Plan of Merger is marked Exhibit "A" and is attached hereto and made a part hereof and incorporated by reference as fully set forth.
3. The name of the surviving corporation upon the Effective Date shall be **OUTREACH BROWARD, INC.**
4. Pursuant to Section 617.1105 (4) of the Act, the Effective Date shall be January 1, 1998.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000021304

FAX AUDIT NUMBER:H97000021304

IN WITNESS WHEREOF, the parties have set their hands this 30th day of December, 1997.

ATTEST:

Secretary

PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC. a Florida Not-for-Profit corporation

By: Caryn Goldenberg Carvo
CARYN GOLDENBERG CARVO, President

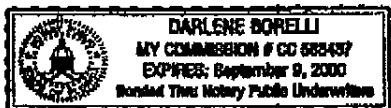
ATTEST:

Secretary

OUTREACH BROWARD, INC. a Florida Not-for-Profit corporation

By: Paula Revene
PAULA REVENE, Vice PresidentSTATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of December, 1997 by CARYN GOLDENBERG CARVO and JASON DIAMOND, as President and Secretary of PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC., who are personally known to me or who have produced N/A (type of identification) as identification and who did not take an oath.



Signature of Notary Public

Darlene Borelli
Typed/Printed Name of Notary Public
Notary Public, State of Florida


My Commission Expires:

FAX AUDIT NUMBER:H97000021304

FAX AUDIT NUMBER:H97000021304

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of December, 1997 by PAULA REVINE and JUDITH TUFTS (names of person acknowledging), as Vice-President and Secretary of OUTREACH BROWARD, INC., who are personally known to me or who have produced _____ (type of identification) as identification and who did/did not take an oath.



Signature of Notary Public

Typed/Printed Name of Notary Public
Notary Public, State of Florida



MARY JOE CLARK
COMMISSION # CC 640405
EXPIRES JUN 25, 2001
BONDED TRAIL
ATLANTIC BONDING CO., INC.

My Commission Expires:

FAX AUDIT NUMBER:H97000021304

PLAN OF MERGER

**Merger between PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC., a Florida
Not-for-Profit corporation ("PATHWAYS") and
OUTREACH BROWARD, INC.,
a Florida Not-for-Profit corporation ("OUTREACH").**

This Merger is being effected pursuant to this Plan of Merger ("Plan"), in accordance with Section 617.1101 of the Florida Not-for-Profit Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of OUTREACH, as in effect immediately before the Effective Date, shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

2. Effect of Merger. On the Effective Date, the separate existence of PATHWAYS shall cease and OUTREACH shall be fully vested in all of PATHWAYS' property, or any interest therein, and shall be responsible and liable for all of the liabilities, obligations and duties of PATHWAYS, all as more particularly set forth in Section 617.1106 of the Act.

3. Supplemental Action. If at any time after the Effective Date OUTREACH shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of OUTREACH or PATHWAYS, as the case may be, whether a past or remaining in office, shall execute and deliver, on the request of OUTREACH, any and all proper conveyances, agreements, documents, instruments, and assurances, and perform all necessary or proper acts to vest, perfect, confirm or record such title thereto in OUTREACH, or to otherwise carry out the provisions of this Plan.

4. Filing with the Secretary of State and Effective Date. OUTREACH and PATHWAYS shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement, and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by OUTREACH to the Florida Secretary of State. In accordance with Section 617.1105 (4) of the Act, the Articles of Merger shall specify the "Effective Date" which shall be January 1, 1998.

IN WITNESS WHEREOF, the parties have set their hands this 30th day of December, 1997.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000021304

EXHIBIT *A*

FAX AUDIT NUMBER:H97000021304

IN WITNESS WHEREOF, the parties have set their hands this 30th day of December, 1997.

ATTEST:

Secretary

PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC. a Florida Not-for-Profit corporation

By:

CARYN GOLDENBERG CARVO, President

ATTEST:

Secretary

OUTREACH BROWARD, INC. a Florida Not-for-Profit corporation

By:

PAULA REYNE, Vice President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of December, 1997 by CARYN GOLDENBERG CARVO and JASON DIAMOND, as President and Secretary of PATHWAYS FOR YOUTH AND FAMILY SERVICES, INC., who are personally known to me or who have produced N/A (type of identification) as identification and who did not take an oath.



Signature of Notary Public

Typed/Printed Name of Notary Public
Notary Public, State of Florida

My Commission Expires:

FAX AUDIT NUMBER:H97000021304

12/30/97

15:50

PROFESSIONAL OFFICES

007

FAX AUDIT NUMBER:H97000021304

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of December, 1997 by PAULA REVINE and JUDITH TUFTS (names of person acknowledging), as Vice-President and Secretary of OUTREACH BROWARD, INC., who are personally known to me or who have produced _____ (type of identification) as identification and who did/did not take an oath.


Signature of Notary Public  MARY JOE CLARK
COMMISSION # CC 640405
EXPIRES JUN 25, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Typed/Printed Name of Notary Public
Notary Public, State of Florida

My Commission Expires:

FAX AUDIT NUMBER:H97000021304