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September 24, 1998

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

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-09/28/98--01042--003
*****87.50 *****87.50

Re: The Centre, Inc.

Dear Sir/Madam:

Enclosed please find one signed original and one photocopy of the First Amended and Restated Articles of Incorporation for the above named Florida not-for-profit corporation. Also enclosed is our check made payable to "Florida Department of State" in the amount of \$87.50 as the filing fee (\$35.00) and the fee for one certified copy (\$52.50).

Please process the Restated Articles and return the certified copy to the undersigned. A self addressed envelope is enclosed herewith for your convenience.

Thank you in advance for your assistance, and please call if you have any questions.

Amended & Restated
LFF
10-1-98

Sincerely,

Pamela A. Stiglitz
Pamela A. Stiglitz
Corporate Paralegal

Enclosures

cc: Michael E. Neukamm, Esq. (without enclosures)
Lisa A. Specht, Esq. (without enclosures)

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FILED
98 SEP 28 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE CENTRE, INC.**

FILED
98 SEP 28 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Centre, Inc. filed its original Articles of Incorporation with the Florida Secretary of State on June 1, 1978 (the "Original Articles") and filed an amendment to the Original Articles on September 20, 1978. This First Amended and Restated Articles of Incorporation and the amendments to the Original Articles as contained herein have been duly adopted in accordance with Chapter 617 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be THE CENTRE, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

- (a) To engage in projects to develop, establish and maintain centers for the handling of substance abusers, predelinquent and delinquent youths and any other persons deemed in need of social work services.
- (b) To function as an educational, vocational, treatment, rehabilitative, preventive, scientific, training and cultural facility, but in no way is this corporation limited to the above enumerated functions.
- (c) To provide the facility for research and evaluation to be carried on in furtherance of a scientific purpose and the results of which are to be made available to the public on a nondiscriminatory basis. Said research and evaluation to be directed toward benefiting the public and carried on in the seminars, forums, panels and lectures.

(d) To instruct, educate and provide in-service training for educators and others for the purpose of improving or developing his capabilities and instructing the public on subjects useful to the individual and beneficial to the community.

(e) The corporation shall be authorized to solicit, collect, and otherwise raise funds to be used to further the corporation's purposes as set forth herein and to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes; and, generally, to do any and all things necessary or proper in connection with or incidental to any of the foregoing.

(f) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(g) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(h) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(i) Lend money for its corporate purposes, invest, and reinvest its funds and take and hold real and personal property as security for the payments of funds so loaned or invested.

(j) To do any and all lawful acts and things suitable, useful, desirable, or proper for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them, directly or indirectly, and either alone or through the duly elected officers.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the corporation shall consist of:

(a) Individuals elected by a majority of the Board of Directors of the corporation to be members of the Board of Directors (the "Voting Members"), who shall be the sole voting members of the corporation.

(b) Individuals who shall be nonvoting members of the corporation (the "Advisory Members"), who shall be elected to be Advisory Members by a majority of the Voting Members of the corporation and who may be removed as provided in the Bylaws. No Advisory

Member shall be considered a "Member" as that term is defined in Section 617.01401(9) and used in Chapter 617 of the Florida Statutes, and no Advisory Member shall be entitled to vote on any matter concerning the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) nor greater than five (5) persons. The number of directors shall be fixed in the Bylaws of this corporation. Directors shall be elected as provided in the Bylaws of this corporation.

The officers of the corporation shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), and a Secretary and a Treasurer. Each officer shall serve beginning the 1st day of the month immediately following his election or appointment by a majority of the Board of Directors at the annual meeting of the Board of Directors and until his successor is chosen and qualifies.

ARTICLE VII - BYLAWS

The Bylaws of the corporation may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board of Directors or at a duly called meeting of the Board of Directors in accordance with the Bylaws

ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board or Directors then in office.

ARTICLE IX - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be

507 Charles Place
Brandon, Florida 33511

The name of the registered agent of this corporation shall be:


Benjamin Stanley

ARTICLE XI - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be: 62 Roberts Mt. Road, Faber, Virginia 22938.

IN WITNESS WHEREOF, the corporation has caused this First Amended and Restated
Articles of Incorporation to be executed in its corporate name this 28th day of July, 1998.

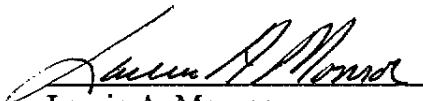
THE CENTRE, INC., a Florida
not for profit corporation

By: 
Name: Laurie A. Monroe
Its: President

CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED ARTICLES

The First Amended and Restated Articles of Incorporation of The Centre, Inc. contains amendments to the Articles of Incorporation of The Centre, Inc. filed on June 1, 1978, and amended September 20, 1978, which amendments were not subject to member approval. The Board of Directors of the corporation adopted the First Amended and Restated Articles of Incorporation on July 28, 1998.

THE CENTRE, INC., a Florida
not for profit corporation

By: 
Name: Laurie A. Monroe
Its: President