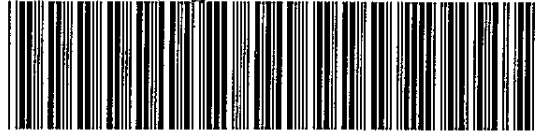


7666669

EFFECTIVE DATE
12-31-05



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11/14/05--01038--013 **47.75

11/14/05--01038--012 **35.00

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TALLAHASSEE, FLORIDA

vs 11/21/05
Meeker

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Care Family Resources, Inc.
formerly TLC Clinic, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Sharon Brewer
(Name of person)

First Care Family Resources, Inc.
(Name of firm/company)

P.O. Box 15198
(Address)

West Palm Beach, FL 33416-5198
(City/state and zip code)

With this filing
TLC Clinic, Inc
changes it name
to First Care
Family Resources, Inc

For further information concerning this matter, please call:

Sonya De Witt At (561) 547-8190
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested) + 4

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TLC Clinic, Inc.</u>	<u>Florida</u>	<u>766669</u>

Second: The name and jurisdiction of each merging corporation:

EFFECTIVE DATE
12-31-05

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Gold Coast Community Services, Inc.</u>	<u>Florida</u>	<u>N97000002364</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 31 105 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on November 3, 2005.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
7 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on November 3, 2005. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 7 FOR 0 AGAINST

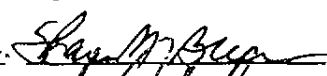


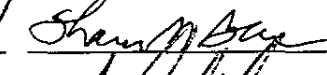


SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
TLC Clinic, Inc.		Sharon Brewer, Ex. Dir.
		John Lucas, Chairman
		Chris Baczewski, Treasurer
Gold Coast Community Services, Inc.		Sharon Brewer, Ex. Dir.
		John Lucas, Chairman
		Chris Baczewski, Treasurer

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name: First Care Family Resources, Inc.
Formerly TLC Clinic, Inc. d/b/a First Care Pregnancy Centers

Jurisdiction: Florida

The name and jurisdiction of each merging corporation:

Name: Gold Coast Community Services, Inc. Jurisdiction: Florida

The terms of the merger are as follows:

TLC Clinic, Inc. has been engaged in providing help to those who find themselves in crisis pregnancy situations since 1983 and began abstinence education in 1992 to help prevent teenage pregnancies in Palm Beach County. Gold Coast Community Services, Inc. was incorporated in 1997 and activated in 1998 for non-sectarian abstinence education in Palm Beach County funded primarily by federal grants and state contracts. Both corporations have always had the same executive and financial management and the same governing board of directors.

For management reasons Gold Coast Community Services, Inc. will be merged into TLC Clinic, Inc.

Gold Coast Community Services, Inc. fictitious name of Be the One will become the name of the abstinence programs run by TLC Clinic, Inc.

TLC Clinic, Inc. will change its corporate name to First Care Family Resources, Inc. which name is deemed to better describe the services of the ministry. TLC Clinic, Inc. fictitious name of First Care Pregnancy Centers will expire soon and will not be renewed.

All cash held by Gold Coast Community Services, Inc. will be spent for abstinence activities prior to the merger in accordance with the stipulations of the grantor of the funds. All assets owned by Gold Coast Community Services, Inc. will be transferred to TLC Clinic, Inc. The furniture and equipment transferred by Gold Coast Community Services, Inc. will be utilized by the TLC Clinic, Inc. staff, primarily in the abstinence department.

A copy of the Restated and Amended Articles of Incorporation of First Care Family Resources are included in this filing.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST CARE FAMILY RESOURCES, INC.
(A Florida Not For Profit Corporation)

Pursuant to Section 607.1007 of the Florida Business Corporations Act ("FBCA"), First Care Family Resources, Inc., A Florida Not For Profit Corporation (the "Corporation"), certifies that:

1. The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on or about January 24, 1983.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

ARTICLE I
NAME AND ADDRESS

The name of this organization shall be First Care Family Resources, Inc., a Florida Not For Profit Corporation ("The Corporation"). The principal office of the Corporation shall be located at 3405 Forest Hill Boulevard, Suite 104, West Palm Beach, Florida, 33406-5814.

ARTICLE II
PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The charitable purposes which the Corporation shall seek to advance include the following: (a) to develop and administer programs designed to assist women in confronting and dealing with the physical, emotional, economic, and social problems associated with pregnancy; (b) to develop and administer programs designed to assist pregnant women who desire to carry their unborn children to term; (c) to educate youth concerning abstinence; and (d) to solicit and receive funds for the above purposes. The Corporation may also seek to advance such purposes as granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

ARTICLE III
POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case-law.

ARTICLE IV
LIMITATIONS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to or for the Corporation affecting one or more of its purposes.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence litigation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

Section 4. The corporation shall issue no stock.

ARTICLE V
DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution, or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Powers of the Board. The business and affairs of the Corporation shall be managed by its Board of Directors ("Board") which shall exercise all the powers of the corporation, except as otherwise provided by law or by the By Laws.

Section 2. Number of Board Members. The Board may, at its discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be less than five (5) persons. In the event that a vacancy occurs on the Board, the Board shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

Section 3. Removal of Board Members. At a meeting called expressly for that purpose or at any annual meeting, any member of the Board may be removed, after having been given due notice, with or without cause, by a vote of two-thirds (2/3) of the majority of those present.

Section 4. Salary and Expenses of Board Members. The members of the Board shall serve without compensation, except that the Board can authorize the reimbursement of expenses incurred for the benefit of the Corporation.

Section 5. Self-Dealing Prohibited. No member of the Board shall profit from business with the Corporation.

Section 6. Quorum. One-third (1/3) of the number of Board members shall constitute a quorum for the transaction of business. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Meetings of the Board. Meetings of the Board, regular or special, shall be held within the State of Florida. Regular meetings of the Board shall be held at least four (4) times per year. Meetings of the Board may be called by the Chairman or through written notice of the time and place of the meeting; and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be given to each member of the Board not less than seven (7) days before the date of the meeting, either personally or by mail, at the direction of the Chairman, the Secretary, or the members of the Board calling the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States Mail addressed to the member of the board at his or her address as appears on the books of the corporation with postage prepaid. All meetings of the Board shall be held in accordance with existing laws regarding non-profit corporation in the State of Florida.

Section 8. Consents. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members. Such consent shall have the same force and effect as a unanimous vote of the board.

Section 9. Teleconference Meetings. Members of the Board may participate in a meeting of the Board or committee by means of conference, telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 10. Resignation. A member of the Board may resign by submitting a written resignation to the Chairman of the Board. Unless otherwise specified therein, the resignation of a member of the Board need not be accepted to make it effective. The resignation shall be effective immediately upon its receipt by the Chairman of the Board or as otherwise specified therein. If the resignation of a member of the Board specifies that it shall be effective at some time later than the receipt, until that time the

resigning member of the board shall be competent to act on all matters before the Board, including filling the vacancy caused by such resignation.

Section 11. Standing Committees. As set forth in the By-Laws of the Corporation, the Board may create and delegate authority to such standing committees as the Board determines necessary to undertake specific functions, responsibilities, and duties of the corporation.

Section 12. Advisory Board. As set forth in the By-Laws of the Corporation, the board may also establish an Advisory Board to advise it and recommend policies, practices and procedures.

Section 13. Executive Director. As set forth in the By-Laws, the Board may also employ an *Executive Director* to act as the chief administrative officer of the Corporation, who shall be responsible to the Board but not a member of the board.

ARTICLE VII OFFICERS OF THE BOARD

The affairs of the Corporation shall be managed by the officers of the Corporation, consisting of a Chairman, Secretary, Treasurer, and such other officers or assistant officers as shall be appointed by the Board pursuant to the By-Laws of the Corporation. The officers of the Corporation shall be elected for such terms as are set forth in the By-Laws of the Corporation. The officers of the Corporation shall have such powers, duties, and functions as designated by the Board pursuant to the By-Laws of the Corporation.

ARTICLE VIII BY-LAWS

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1177 Hypoluxo Road, Lantana, Florida, 33462 and the name of the registered agent of the Corporation at that address is John Lucas.

ARTICLE X
ALL OTHER MATTERS

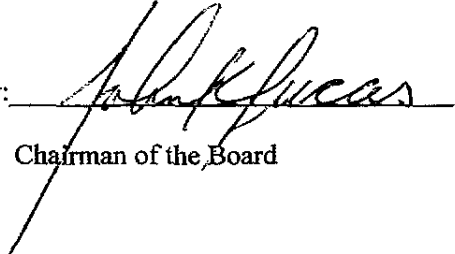
Any matter not covered by these Articles of Incorporation shall be governed by the Florida Not-For-Profit Corporation laws as such laws shall now or hereafter exist.

The foregoing amendment was adopted by a Corporate Action by all the Directors of the Corporation, effective as of this Ninth (9th) day of November, 2005:

IN WITNESS WHEREOF, the undersigned, being Chairman of the Board, has adopted and executed these Articles of Amendment as of this Ninth (9th) day of November, 2005.

FIRST CARE FAMILY RESOURCES, INC.

By: _____


Chairman of the Board