

N00000003723

LAW OFFICES

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December 27, 2001

VIA U.P.S. DELIVERY

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

700004742467--9
-12/28/01--01039--001
*****78.75 *****78.75

Re: Articles of Merger: Family Service Centers of Pinellas
County, Inc. into Family Service, Inc.

Dear Sirs/Madam:

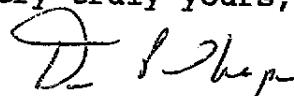
Enclosed for filing with your office please find the Articles
of Merger (with plan of merger attached) for the above
corporations. Please note that the surviving corporation's name is
to be changed to **Family Service Centers, Inc.**

We are also enclosing our check in the amount of \$78.75 which
represent the following fees:

Filing fee (each corporation)	\$70.00
Certified copy of Merger Instruments	\$ 8.75

Please forward the certified copy of the Articles of
Incorporation to this office. Thank you for your cooperation.

Very truly yours,


Dennis P. Thompson

DPT/cg
Enclosures

FILED
01 DEC 28 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

act-9
12/28/01/m/kg

ARTICLES OF MERGER
Merger Sheet

MERGING:

FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC., A FL CORP., #
709017

INTO

FAMILY SERVICE, INC. which changed its name to

FAMILY SERVICE CENTERS, INC., a Florida entity, N00000003723

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Anna Chesnut

**ARTICLES OF MERGER OF
FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.
WITH AND INTO
FAMILY SERVICE, INC.**

FILED
01 DEC 28 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned not for profit corporations do hereby execute the following Articles of Merger pursuant to Section 617.1105 for the purpose of merging **FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.**, a Florida not for profit corporation, with and into **FAMILY SERVICE, INC.**, a Florida not for profit corporation.

1. Name of Corporation: Jurisdiction:

FAMILY SERVICE, INC. Florida

FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC. Florida

2. The name which the Surviving Corporation is to have after the merger will be:
FAMILY SERVICE CENTERS, INC.

3. This merger is permitted under the laws of the State of Florida, and **FAMILY SERVICE, INC.** and **FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.**, have complied with the applicable provisions of the laws of the State of Florida.

4. The Agreement and Plan of Merger of **FAMILY SERVICE, INC.** and **FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.** (the "Agreement and Plan of Merger") is set forth in **Exhibit 1** attached hereto and incorporated herein by reference.

5. The Board of Directors of **FAMILY SERVICE, INC.**, the Surviving Corporation in the merger, approved and adopted the Agreement and Plan of Merger by unanimous written consent on November 30, 2001. There are no members entitled to vote on the plan of merger.

6. The Board of Directors and the sole member of **FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.**, approved and adopted the Agreement and Plan of Merger by unanimous written consent on November 30, 2001.

7. The Charter of **FAMILY SERVICE, INC.** will not be amended in conjunction with the merger.

8. These Articles of Merger and the Agreement and Plan of Merger incorporated herein by reference, shall be effective at 11:30 p.m. on December 31, 2001, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and Secretary of **FAMILY SERVICE, INC.** and **FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.**, each there unto duly authorized as of the 21st day of December, 2001.

FAMILY SERVICE, INC.

(CORPORATE SEAL)

By: David Kirk
David Kirk, President

By: Doretha Jackson
Doretha Jackson, Secretary

**FAMILY SERVICE CENTERS OF PINELLAS
COUNTY, INC.**

(CORPORATE SEAL)

By: David Kirk
David Kirk, President

By: Doretha Jackson
Doretha Jackson, Secretary

(EXHIBIT 1)

AGREEMENT AND PLAN OF MERGER OF
FAMILY SERVICE CENTERS OF PINELLAS, INC.
WITH AND INTO
FAMILY SERVICES, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 21, 2001, by and between FAMILY SERVICE CENTERS OF PINELLAS, INC., a not for profit corporation organized and existing under the laws of the State of Florida, (FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC. being hereinafter sometimes referred to as the "Merging Corporation") and FAMILY SERVICE, INC., a not for profit corporation organized and existing under the laws of the State of Florida, (Family Service, Inc. being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC. be merged with and into FAMILY SERVICE, INC., with FAMILY SERVICE, INC. being the Surviving Corporation under and pursuant to the laws of the State of Florida, and on the terms and conditions set forth herein.

NOW, THEREFORE, the parties agree as follows:

ARTICLE I
(Merger)

1.1 FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC. shall be merged with and into FAMILY SERVICE, INC. in accordance with the laws of the State of Florida. The separate corporate existence of FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC. shall thereby cease, and FAMILY SERVICE, INC. shall be the Surviving Corporation.

1.2 The name of which the Surviving Corporation will have after the merger shall be "FAMILY SERVICE CENTERS, INC."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and all such property, rights, privileges, immunities and franchises, of a public as well as private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Not for Profit Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II (Terms and Conditions of the Merger)

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 11:30 p.m. on December 31, 2001, pursuant to the Florida Not for Profit Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents, or any further action is necessary or desirable in order to vest in or confirm to the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

3.1 The Articles of Incorporation of FAMILY SERVICE, INC., as in effect immediately prior to the Effective Time shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of FAMILY SERVICE CENTER OF PINELLAS COUNTY, INC., as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the directors and officers of FAMILY SERVICE, INC. immediately prior to the Effective Time shall, after the merger, continue as the directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

4.1 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above-written.

FAMILY SERVICE, INC.
(CORPORATE SEAL)

By: David Kirk
David Kirk, President

By: Doretha Jackson
Doretha Jackson, Secretary

FAMILY SERVICE CENTERS OF PINELLAS COUNTY, INC.
(CORPORATE SEAL)

By: David Kirk
David Kirk, President

By: Doretha Jackson
Doretha Jackson, Secretary