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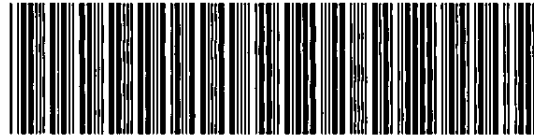
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April 26, 2007

E-MAIL ADDRESS

mwilkinson@gray-robinson.com

VIA HAND DELIVERY

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Amended and Restated Articles of Incorporation
Of Family Services of Metro Orlando, Inc.
Our File No. 255087-1

Dear Madam or Sir:

Enclosed are **Amended and Restated Articles of Incorporation of Family Services of Metro Orlando, Inc. PLEASE FILE THESE ARTICLES AND ISSUE A CERTIFIED COPY.** This firm's check in the amount of \$43.75 is enclosed. Upon receipt of this request, please date-stamp the copy of this letter attached, and call me at 577-9090 x2832 when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,



Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FAMILY SERVICES OF METRO ORLANDO, INC.**

As Amended and Restated on April 6, 2007

The members of the Board of Directors of Family Services of Metro Orlando, Inc. (the "Corporation"), a Florida not for profit corporation with its principal address at 1300 West Citizens Boulevard, Suite 200, Leesburg, Florida 34748, acting in accordance with the laws of the State of Florida and with the Articles of Incorporation of the Corporation, as filed with the Secretary of State of Florida on October 30, 2002, hereby acknowledge that on the sixth of April, 2007, they duly approved amendments to and a restatement of the Articles of Incorporation, and acknowledge and file these Amended and Restated Articles of Incorporation with the Office of the Secretary of State of Florida. These Amended and Restated Articles of Incorporation include amendments to the Articles of Incorporation as filed on October 30, 2002, and were adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes. No corporate member was entitled to vote on the adoption of these Amended and Restated Articles of Incorporation.

**Article I
NAME AND ADDRESS**

The name and address of the Corporation is Family Services of Metro Orlando, Inc., 2600 Technology Drive, Suite 250, Orlando, Florida 32804.

**Article II
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under law.

**Article III
CORPORATE EXISTENCE AND DURATION**

The duration (term) of the Corporation is perpetual.

**Article IV
PURPOSES**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

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1. Serve as the "lead agency" for providing child welfare-related services in Orange and Osceola Counties, including procuring or providing all necessary services to meet the mandates of state and federal law for provision of services to abused and neglected children and children at risk of abuse and neglect.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or for any of the purposes set forth herein.

3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article VI DISSOLUTION

In the event of termination, dissolution or final liquidation of the Corporation, property and assets shall be distributed to any creditor of the Corporation for outstanding debts or obligations. After payment of all outstanding debts, the remaining property and assets shall be distributed to any corporation or organization operated for charitable or religious purposes serving same or similar services, which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as from time to time amended.

Article VII MEMBERS

There shall be no members of the Corporation.

Article VIII REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 301 South Bronough Street, Suite 600, Tallahassee, Florida 32301, and the name of its Registered

Agent at that address is George N. Meros, Jr. The Board of Directors may change Registered Offices and Registered Agents from time to time.

Article IX BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be fewer than three. The Directors shall be elected as provided in the Bylaws. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The following Directors shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Aswad "Ozzie" Smith, BSEE, M.B.A., Chair, Senior Marketing Specialist,
Siemens Westinghouse Power Corporation, Winter Park, Florida.

Brian Paradis, Chief Operating Officer, Florida Hospital, Apopka, Florida.

Margie Torres, Grants Development Manager, Osceola Council on Aging, Inc.,
Kissimmee, Florida.

Juan Pablo Quinones, Guest Services & Union Representative, Walt Disney
World, Orlando, Florida.

Marta Moczó-Santiago, Osceola County Community Liaison, Kissimmee,
Florida.

John Mitchell, Life Sciences/Health Care Practice Leader-Americas, Windermere,
Florida.

Marge LaBarge, Windermere, Florida.

Murray Christiansen, Sales & Marketing Manager, Tews Company, Orlando,
Florida.

Grant Lacerte Jr., Vice President and General Counsel, Kissimmee Utility
Authority, Kissimmee, Florida.

James M. Cushing, Budget & Grants Manager, City of Kissimmee, Kissimmee,
Florida.

Shama Desai, Portfolio Specialist, Sun Trust Real Estate Finance Group, Orlando,
Florida.

Article X OFFICERS

The officers of the Corporation shall consist of such officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

Article XI BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article XII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors and Officers are subject to this reservation.

Article XIII INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the General Corporation Act and the Not For Profit Corporation Act.

* * *

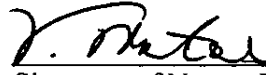
These Amended and Restated Articles of Incorporation of the Corporation were duly adopted by the Board of Directors of the Corporation at a duly called meeting on April 6, 2007, in accordance with Section 617.0820 of the Florida Not For Profit Corporation Act, and the number of votes cast for the amendment was sufficient for approval. These Amended and Restated Articles of Incorporation shall be effective on the date of filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, Aswad "Ozzie" Smith, Chair of the Board of Directors of the Corporation, has hereunto set his hand this sixth day of April, 2007.


Aswad "Ozzie" Smith, Chair

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6 day of April, 2007, by Aswad "Ozzie" Smith, Chair of the Board of Directors of Family Services of Metro Orlando, Inc.


Signature of Notary Public

V. MATOS

(Print Notary Name)

My Commission

Expires: 1/29/08

AFFIX NOTARY STAMP

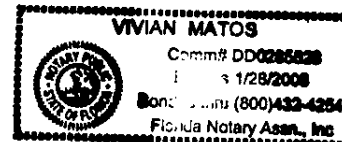
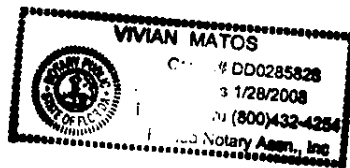
Commission

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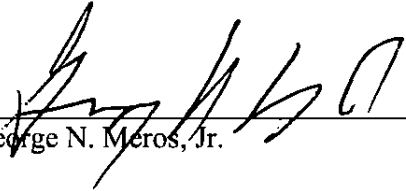
☐ Produced Identification

Type of Identification Produced



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Family Services of Metro Orlando, Inc.



George N. Meros, Jr.