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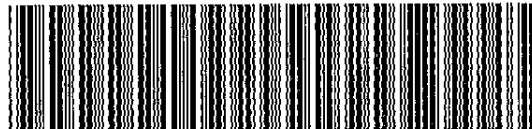
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Amend
G. Gaudinette DEC 29 2005



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032
REFERENCE : 783915 9029A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 43.75

ORDER DATE : December 29, 2005
ORDER TIME : 9:35 AM
ORDER NO. : 783915-005
CUSTOMER NO: 9029A

DOMESTIC AMENDMENT FILING

NAME: PSYCHOLOGICAL RESILIENCE
ENHANCEMENT PROGRAM, INC.

EFFECTIVE DATE:

XX___ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PSYCHOLOGICAL RESILIENCE ENHANCEMENT PROGRAM, INC.**

1. The name of the Corporation is: PSYCHOLOGICAL RESILIENCE ENHANCEMENT PROGRAM, INC. and the Document Number is: N05000005458.

2. Article II of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**ARTICLE II
ORGANIZATION AND PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purposes for which the Corporation is organized are:

(a) To provide low cost (and, where economically feasible, no cost) preventive and remedial mental health, behavioral health and human services to persons living or working in the South Florida area ("South Florida Residents").

(b) To provide (or arrange for the provision of) essential social services to the South Florida Residents, as well as to act as a clearing house of information pertaining to the availability and delivery of preventive and remedial mental health, behavioral health and human services provided by governmental, quasi-governmental and private sources;

(c) To otherwise provide relief of the poor, distressed, and underprivileged of the South Florida Residents including by serving as a *primary resource in all health facility education activities relating to rendering care to the sick and injured, or to the promotion of health, in the South Florida area.*

(d) To participate, so far as circumstances may warrant, in any charitable activity designed and carried on to promote the general health of the South Florida community.

(e) To care for the sick and afflicted of South Florida Residents on a charitable basis without regard to race, sex, color, political or religious beliefs.

(f) To operate exclusively for charitable, religious, educational and scientific purposes, which activities of the Corporation shall be limited to those activities which are consistent with Section 501(c)(3)*¹ of the Internal Revenue Code of 1986, as amended.

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the Bylaws.

(b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a Corporation seal containing the words "Corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all

* Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to Corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.


(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

(k) The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code."

3. There are no members or members entitled to vote on the amendment. By Action by Unanimous Written Consent of the Directors dated December 23, 2005, the Board of Directors of the Corporation approved these Articles of Amendment and that the number of votes cast for the amendment was sufficient for approval.

**PSYCHOLOGICAL RESILIENCE
ENHANCEMENT PROGRAM, INC.**

By: 
Name: Joseph Perry
Title: President