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(Requestor's Name)

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(City/State/Zip/Phone #)

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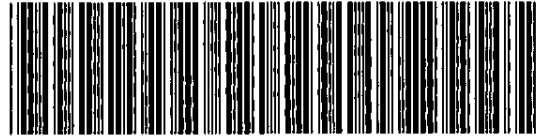
(Business Entity Name)

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12/28/07--01041--006 **70.00

EFFECTIVE DATE
12-31-07

2007 DEC 28 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PAUL R. ALFIERI
ATTORNEY AND COUNSELOR AT LAW

EMAIL: PRA@Comcast.net

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 315-4315
FACSIMILE: (954) 301-2622

December 28, 2007

Via FedEx #8555 8480 2499

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

Attention: Silvia Gilbert

Re: **FEDEX Overnight Deliver #7992 4610 9826**
Filing of Articles of Merger
(Merger between A Caring Pregnancy Center, Inc. and
First Choice Women's Centers, Inc.)

Dear Silvia:

Enclosed herewith please find the corrected, original fully executed *Articles of Merger* for the above referenced entities together with a copy (and replacement cover letter) for filing with the Florida Department of State, Division of Corporations. The *Articles of Merger* are effective December 31, 2007.

Our check #110 in the amount of \$70.00 representing the applicable filing fee of \$35.00 per entity was included with the first FedEx delivery #7992 4610 9826 which you received earlier today, Friday, December 28, 2007.

This morning, when I noted the plural spelling of "centers", I immediately contacted your office to arrange for the correction. I appreciate your willingness to intercept the earlier FedEx so that the *Articles of Merger (and cover letter)* attached to this cover letter may be substituted for the documents in the first package.

Our sincerest apologies for the confusion caused by this oversight and for any extra effort on your part to remedy this situation. If you need any additional information please feel free to contact me directly at 954-315-4315 or via e-mail at pra@comcast.net.

Sincerely,



Paul R. Alfieri

PRA/pjc
Enclosures

PAUL R. ALFIERI
ATTORNEY AND COUNSELOR AT LAW

EMAIL: PRA@Comcast.net

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

TELEPHONE: (954) 315-4315
FACSIMILE: (954) 301-2622

December 27, 2007

Via FedEx 7992 4610 9826

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

Re: Filing of Articles of Merger
(Merger between A Caring Pregnancy Center, Inc. and
First Choice Women's Centers, Inc.)

Dear Sir or Madam:

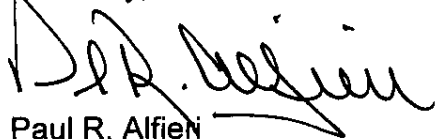
Enclosed herewith please find the original fully executed *Articles of Merger* together with a copy thereof for filing with the Florida Department of State, Division of Corporations. The *Articles of Merger* are effective December 31, 2007.

Also enclosed is our check #110 in the amount of \$70.00 representing the applicable filing fee of \$35.00 per entity.

Please return a copy of the *Articles of Merger* stamped "filed" by the Division of Corporations.

If you need any additional information please feel free to contact me directly at 954-315-4315 or via e-mail at pra@comcast.net.

Sincerely,



Paul R. Alfieri

PRA/pjc

Enclosures

ARTICLES OF MERGER

EFFECTIVE DATE
12-31-07

The undersigned, being an authorized officer or director of **A Caring Pregnancy Center, Inc.**, a Florida not-for-profit corporation, and **First Choice Women's Centers, Inc.**, a Florida not-for-profit corporation, hereby execute these articles of merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I Plan of Merger

A copy of the plan of merger is attached as Exhibit "A".

ARTICLE II Approval

There are no members of **A Caring Pregnancy Center, Inc.** or members entitled to vote on the plan of merger. The plan of merger was adopted by **A Caring Pregnancy Center, Inc.** at a meeting of its directors held on November 19, 2007. The number of votes cast in favor of the merger was sufficient for approval. The vote was three (3) in favor and zero (-0-) opposed.

The members of **First Choice Women's Centers, Inc.** consist of its board of directors. The plan of merger was adopted by **First Choice Women's Centers, Inc.** at a meeting of its members/directors held on December 21, 2007. The number of votes cast in favor of the merger was sufficient for approval. The vote was four (4) in favor and zero (-0-) opposed.

ARTICLE III Effective Date


The merger shall be effective at the end of the business day on December 31, 2007.

IN WITNESS WHEREOF, the undersigned have executed these articles of merger on the 26th day of December, 2007.

A Caring Pregnancy Center, Inc.,
a Florida not-for-profit corporation

By: 
Ana Maria Moreno, Secretary

First Choice Women's Centers, Inc.,
a Florida not-for-profit corporation

By: 
Jim Dahne, Chairman

FILED
2007 DEC 28 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A (2 PAGES)

PLAN OF MERGER

OF

A CARING PREGNANCY CENTER, INC.

AND

FIRST CHOICE WOMEN'S CENTERS, INC.

This is a plan of merger between **A Caring Pregnancy Center, Inc.**, a Florida not-for-profit corporation, and **First Choice Women's Centers, Inc.**, a Florida not-for-profit corporation.

ARTICLE I

Constituent Corporations

The name of each constituent corporation is **A Caring Pregnancy Center, Inc.**, a Florida not-for-profit corporation; and **First Choice Women's Centers, Inc.**, a Florida not-for-profit corporation.

ARTICLE II

Merger

Under *F.S. 617.1107* **A Caring Pregnancy Center, Inc.** shall be merged into **First Choice Women's Centers, Inc.** (the "merger").

ARTICLE III

Surviving Corporation

First Choice Women's Centers, Inc. shall be the surviving corporation of the merger.

ARTICLE IV

Articles of Incorporation

The articles of incorporation of **First Choice Women's Centers, Inc.** in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

ARTICLE V

Directors and Officers

The directors and officers of **First Choice Women's Centers, Inc.** immediately before the merger shall continue to be the directors and officers immediately following the merger.

ARTICLE VI

Members

The members of **A Caring Pregnancy Center, Inc.** and **First Choice Women's Centers, Inc.** immediately before the merger shall all be members of **First Choice Women's Centers, Inc.** immediately following the merger, and, without further action, shall possess all rights and obligations granted to members of **First Choice Women's Centers, Inc.** by its charter and bylaws.

ARTICLE VII
Assets and Liabilities

On the effective date of the merger, the separate existence of **A Caring Pregnancy Center, Inc.** shall cease and **First Choice Women's Centers, Inc.**, without further action, shall possess all of its rights and privileges immediately preceding the merger.

All assets of any nature of **A Caring Pregnancy Center, Inc.**, without further action, shall be vested in **First Choice Women's Centers, Inc.** immediately following the merger.

Following the merger, **First Choice Women's Centers, Inc.** shall be responsible for all liabilities and obligations of **A Caring Pregnancy Center, Inc.** Any claim existing or action or proceeding pending against **A Caring Pregnancy Center, Inc.** may be continued as if the merger did not occur or **First Choice Women's Centers, Inc.** may be substituted for **A Caring Pregnancy Center, Inc.** in any such proceeding. Neither the rights of creditors of nor any liens on the property of **A Caring Pregnancy Center, Inc.** shall be impaired by the merger.

ARTICLE VIII
Effective Date


The merger shall be effective when the articles of merger are filed with the Florida Department of State, or at such other time specified in the articles of merger.

ARTICLE IX
Abandonment

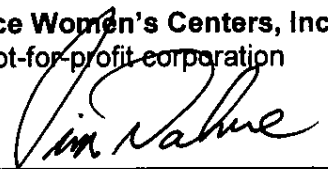
Notwithstanding anything to the contrary contained in this plan, this plan of merger may be terminated and abandoned by the board of directors of **First Choice Women's Centers, Inc.** or the board of directors of **A Caring Pregnancy Center, Inc.** at any time before the filing of articles of merger.

IN WITNESS WHEREOF, the undersigned have executed this plan of merger on the 26th day of December, 2007.

A Caring Pregnancy Center, Inc.,
a Florida not-for-profit corporation

By: 
Ana Maria Moreno, Secretary

First Choice Women's Centers, Inc.,
a Florida not-for-profit corporation

By: 
Jim Dahne, Chairman