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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
YOUTH SERVICES CENTERS, INC.

1. Article I of the Articles of Incorporation of Youth Services Centers, Inc. is amended to read as follows:

ARTICLE I - NAME

The name of this corporation is: Crosswinds Youth services, Inc.

2. The foregoing amendment was adopted by unanimous vote of all of the Board of Directors on MARCH 25, 1992, in accordance with Florida law. No members are entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Articles of Amendment on this 29th day of April, 1993.



President



Secretary

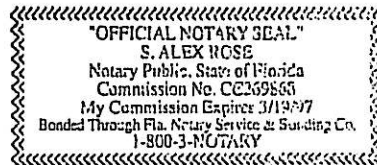
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Steve Taylor and Valerie F. Brown, the President and Secretary of the above described corporation, to me personally known to be the persons described in and who executed the foregoing Articles of Amendment to Articles of Incorporation of Youth Services Centers, Inc., and they acknowledged before me that they executed the same for the purposes therein expressed, and not having sworn an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 29th day of April, 1993.

S. Alex Rose
NOTARY PUBLIC

My Commission Expires:



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE
RUNAWAY CENTER, INC.
A Corporation Not For Profit

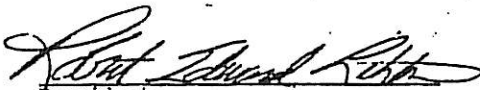
TO: DEPARTMENT OF STATE
Tallahassee, Florida 32304

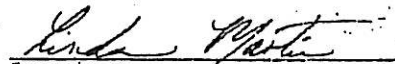
Pursuant to the provisions of § 607.187 of the Florida Statutes,
the undersigned corporation adopts the following Articles of Amendment
to its Articles of Incorporation which were adopted on July 31, 1979
by the Board of Directors, in the manner prescribed by the Florida
General Corporation Act.

1. That Article I be amended by deleting: Runaway Center, Inc.
and in its place inserting the words: Youth Services Centers, Inc.

Dated this 7th day of September, 1979.

Runaway Center, Inc.
Corporation


President


Secretary

STATE OF FLORIDA]
] ss.
COUNTY OF BREVARD]

BEFORE ME, the undersigned officer, personally appeared
Robert Edward Lehton, as President of the above described Corporation,
who being first duly sworn deposes and says that he has read the contents
of this instrument, and the contents are true to the best of his knowledge
and belief and he has signed his name in the proper person thereto.

SWORN to and SUBSCRIBED before me this 7th day of September, 1979.


Notary Public

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

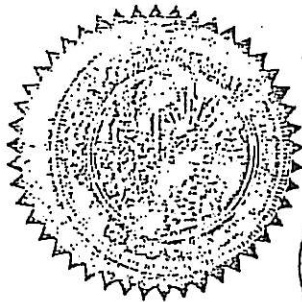
CERTIFICATE OF INCORPORATION

OF

RUNAWAY CENTER, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 16th day of April, A.D., 19 74, as shown by the records of this office.

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 16th day of April, A.D., 19 74.



Richard (Dick) Stone

SECRETARY OF STATE

ARTICLES OF INCORPORATION

Of

RUNAWAY CENTER, INC.

WE, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit, under and by virtue of Chapter 617, Florida Statutes, Section 617.03, and do hereby adopt as and for the corporation charter of said corporation, the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: RUNAWAY CENTER, INC., and its principal place of business shall be located at 400 South Street, 4th Floor, Titusville, Florida.

ARTICLE II

The purpose of this corporation is many-fold, and the general nature and object is to conduct housing for runaway children until arrangements can be made for their return home; to offer youth a quiet, calm, helpful and secure place when they are in trouble or troubled; to make professional counseling and understanding and listening available to any youth who feel they need this service twenty-four hours a day; to make family counseling available to those families who find themselves in crisis because their child has run away and eventually plug the runaway and family into an appropriate agency in their home town to impact this runaway phenomena; to attempt to help youth to re-enter his family group through family mediation and outreach; to function as an youth advocate in the community; to offer short-term housing for youth pending their return home, getting a job or other appropriate disposition; to offer youth a professional helping agency which does not

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

have all the trappings of the "other established agencies in the community"; to offer any other service to adolescents and their families that is within the ability of such an agency. All activities noted above will be accomplished in accordance within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

The general membership of this corporation shall be open to all natural or corporate persons interested in contributing to, aiding in or in any other ways helping to conduct a Runaway Center.

ARTICLE IV

All revenue, profit, income and money received from the conduct of said corporation is to be used for staff positions and salary, utilities, rent, telephone service, supplies, laundry, food, consultants and other miscellaneous needs, and not for the benefit of the members of said corporation, either individually or collectively.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The names of the subscribers who are elected to serve as officers until the next annual meeting are as follows:

Honorable Richard B. Muldrew President and Director	50 South Nieman Avenue Melbourne, Florida
Paul Miller, Esquire Vice President and Director	400 South Street 4th Floor Titusville, Florida
Mrs. Jody Moxley Secretary and Director	400 South Street 4th Floor Titusville, Florida
W. G. Deitz Treasurer and Director	400 South Street 4th Floor Titusville, Florida

Robert E. Lehton
Resident Agent and Director

400 South Street
4th Floor
Titusville, Florida

ARTICLE VII

The affairs of this corporation shall be managed by the Board of Directors who shall be elected from and by the membership of the corporation at the annual meeting. All elections to membership on the Board of Directors shall be by majority vote of the members of the corporation present.

From the Board of Directors there shall be elected the following officers:

President
Vice President
Secretary
Treasurer

These officers shall be elected by majority vote of the Board of Directors. All legal instruments of the corporation shall be signed by the President, sealed with an appropriate seal, if any, and attested to by the secretary.

ARTICLE VIII

The first Board of Directors shall be composed of RICHARD B. MULDREW, PAUL MILLER, JODY MOXLEY, W. G. DEITZ and ROBERT E. LEHTON, and said Board of Directors shall hold office until the first annual meeting of this corporation herein provided for and until their successors are elected and qualified. The number of Directors may change from time to time but shall never be less than three (3).

ARTICLE IX

By-Laws of the corporation may be altered or rescinded, upon a two-thirds vote of the members of the corporation present at any annual meeting or special meeting called for that purpose.

ARTICLE X

The Articles of Incorporation may be proposed and adopted or amended upon a two-thirds vote of the members of the corporation present at any annual meeting or special meeting called for that purpose.

ARTICLE XI

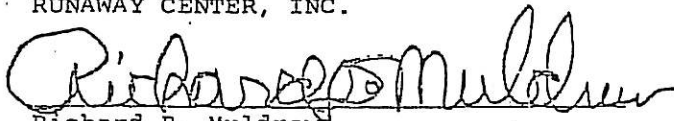
Upon liquidation, dissolution or abandonment of this corporation, all of the assets shall be transferred to a corporation or organization whose purposes are similar to that of this corporation and said organization is described in Section 501 (c) (3) of the Internal Revenue Code and is exempt from taxation under Section 501 (a) of the Code.


ARTICLE XII

We have qualified for exemption under Section 501 (c) (3) of the INTERNAL REVENUE CODE. This is neither a Trust nor a Foundation.


EXECUTED for the uses and purposes herein stated by the subscribers and officers of RUNAWAY CENTER, INC., this _____ day of April, 1974.

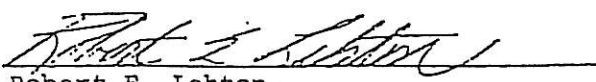
RUNAWAY CENTER, INC.


Richard B. Muldrew
President and Director


Paul Miller
Vice President and Director


Jody Boxley
Secretary and Director


W. G. Deitz
Treasurer and Director


Robert E. Lehton
Resident Agent and Director

STATE OF FLORIDA)
) SS:
COUNTY OF BREVARD)

On this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD B. MULDREW, PAUL MILLER, JODY MOXLEY, W. G. DEITZ and ROBERT E. LEHTON, to me well known and known to me to be the subscribers to the above and foregoing Charter of the

RUNAWAY CENTER, INC.

and that they executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes herein stated.

WITNESS my hand and official seal in the County and State last aforesaid the 12th day of April, 1974

Glenn D. Stanley

Notary Public, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JAN. 4, 1978
BONDED THRU GENERAL INSURANCE UNDERWRITERS