COMMONWEALTH OF PUERTO RICO

CENTRO DE APOYO A LA FAMILIA, INC.

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF A NON PROFIT CORPORATION

—that at a meeting of the Board of Directors of Centro de Apoyo A La Familia, Inc., duly called and held, a resolution was adopted setting forth the proposed amendments to the Certificate of Incorporation of said Corporation, declaring said amendments to be advisable for said Corporation and calling a meeting of the members of the directive body of the corporation for consideration thereof. The resolution setting forth the proposed amendments reads as follows:

"RESOLVED that the Certificate of Incorporation of this Corporation be amended in its totality to read as follows:

Article One
Name

—the name of the corporation is Centro de Apoyo A La Familia, Inc.

Article Two
Principal Office, Mailing and Physical Address

—Its designated office of the corporation in the Commonwealth of Puerto Rico will be located at Catalino Santiago Street Number 113, Barriada Clark, Culebra, Puerto Rico and the postal address is P O Box 318, Culebra, Puerto Rico 00775.

Article Three
Duration

—The period of duration of the corporation is perpetual.
Article Four
Resident Agent

—The Resident Agent in charge of said office is Teresa Fontánez Vélez, Catalino Santiago Street Number 113, Barriada Clark, Culebra, Puerto Rico, whose postal address is P. O. Box 318, Culebra, Puerto Rico 00775.

Article Five
Nature and Purpose

—This is a not-for-profit corporation which nature and objectives are exclusively for charitable religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations that qualify under section 501© (3) of the United States Internal Revenue Code or the corresponding section of any future federal tax code or and the corresponding section of the Puerto Rico Internal Revenue Code.

Article Six
Non Stock

—The corporation shall not have any capital stock and the conditions of membership are sated in Article Eleven hereinafter.

Article Seven
Prohibited Activities

—No part of the net earnings of the Corporation shall inure to the benefit of, or shall be distributed to its members, trustees, officers, or other private persons, except that 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 Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the United States Internal
Revenue Code, or the corresponding section of any future federal tax code, and or the corresponding section of the Puerto Rico Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code, or the corresponding section for any future federal tax code and the corresponding section of the Puerto Rico Internal Revenue Code.

Article Eight
Dissolution

---Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code and the corresponding section of the Puerto Rico Internal Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article Nine
Powers

---The Corporation shall have the powers to:

a) To invest and reinvest the principal and income of the corporation in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as the directors shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the corporate funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any director or officer, or to anyone else, corporate or otherwise, who has at any time made a contribution to this corporation, nor
to anyone except on the basis of an adequate interest charge and with adequate security.

b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the corporation's property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the trust.

c) To borrow money for such periods, at such rates of interest, and upon such terms as the directors consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this trust.

d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depositary, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to keep any or all of the corporate property or funds in any place of places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the trustees.
g) To engage in any lawful act of which corporations may be organized under the General Corporation Law of the Commonwealth of Puerto Rico.

h) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

Article Ten
Membership and Dues

---Any individual who subscribes to the purposes and basic policies of the corporation may become a member of the Corporation. Membership in the corporation shall be available without regard to race, color, creed, or national origin.

Article Twelve
Officers and their Election

---1. Officers. a) The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

b) Officers shall be elected by ballot every two (2) years in the month of August. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the corporation for the nominee.

c) Officers shall assume their official duties following the close of the annual meeting in September and should serve for a term of two (2) years and until the election and qualification of their successors.

d) A person shall not be eligible to serve more than two (2) consecutive terms in the same office.

---2. Election. (a) There shall be a nominating committee composed by three (3) members of the Board of Directors.

b) The nominating committee shall nominate one eligible person for each office to be filled.
c) Only those persons who have signified their consent to serve if
elected shall be nominated for or elected to such office.

---3. Vacancies. Vacancies on the board of directors will be filled by
appointment of the remaining members of the Board of Directors. A
director so appointed will serve until the next election.

Article Twelve
Duties of Officers

---1. The President shall preside at all meetings of the Board of Directors at
which he may be present; shall perform such other duties as may be
prescribed in the By-laws or assigned to him by the Board of Directors and
shall coordinate the work of the officers and committees of the corporation
in order that the purposes may be promoted.

---2. The Vice President shall act as aide to the President and shall perform
the duties of the President in the absence or disability of that officer to act.

---3. The Secretary shall record the minutes of all meetings of the Board of
Directors and shall perform such other duties as may be delegated to him.

---4. The Treasurer shall have custody of all the funds of the corporation,
shall keep a full and accurate account of receipts and expenditures; and shall
make disbursement in accordance with the approved budget, as authorized
by the Board of Directors, or a special committee. The Treasurer shall
present a financial statement once a year. The Treasurer shall be responsible
for the maintenance of such books of account and records as conform to the
requirements of the By-laws.

Article Thirteen
Duties of Officers

---5. All officers shall:

a) Perform the duties prescribed in the parliamentary authority in
addition to those outlined in the By-laws and those assigned from time to
time.
b) Deliver to their successors all official material not later than ten (10) days following the election of their successors.

Article Thirteen
Board of Directors

---1. The Boards of Directors shall consist of the officers of the corporation. The members of the board of directors shall serve until the election and qualification of their successors.

---2. The duties of the Board of Directors shall be (a) to transact necessary business in the interval between meetings of the corporation and such other business as may be referred to it by the corporation; (b) to create standing committees; (c) to approve the plans of work of the standing committees; (d) to present a report at the regular meetings of the corporation; (e) to prepare and submit to the corporation for approval a budget for the fiscal year.

---3. Regular meetings of the Board of Directors shall be held monthly during the school year, the time to be fixed by the Board of Directors at the first meeting of the year. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by the majority of the members of the Board.

---4. Special meetings may be called by the Board of Directors, five (5) days notice having been given.

---5. The annual meeting shall be in August.

---6. A majority of the members shall constitute a quorum for the transaction of business in any meeting of the corporation.

Article Fourteen
Community Board

---1. The Board may create a Community Board to promote the purpose and carry on the work of the corporation.
---2. The chairman of the Community Board shall present a plan of work to the Board of the Director for approval.

---3. The Board of the corporation will approve a Community Board By-laws.

---4. The officers of the Board of Directors shall be members ex officio of the Community Board.”

---That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting a majority of the total number of members of the directive body voted in favor thereof.

IN WITNESS WHEREOF, I, Teresa Fontánez Vélez, Authorized Officer who signs this Certificate, hereby swears that the facts herein stated are true, in San Juan, Puerto Rico, on this 16th day of August 2000.

Teresa Fontánez Vélez
Authorized Officer

Affidavit No. 4,042

BE IT KNOWN, that on this 16th day of August, 2000 before me, a Notary Public for and in the Commonwealth of Puerto Rico, personally appeared Teresa Fontánez Vélez, as Authorized Officer of Centro de Apoyo a La Familia, Inc., a duly organized and existing non profit corporation under the laws of the Commonwealth of Puerto Rico, of legal age, single, teacher and resident of Culebra, Puerto Rico, and duly signed and executed the present Certificate of Amendment, in her capacity as Authorized Officer and as an act of said corporation, personally known to me, at San Juan, Puerto Rico, whoo under oath swears that the facts herein stated are true and correct.

[Signature]
NOTARY PUBLIC
CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF A NON-STOCK CORPORATION
CERTIFICADO DE ENMIENDA DEL CERTIFICADO DE INCORPORACIÓN
DE UNA CORPORACION SIN ACCIONES DE CAPITAL

FIRST: That at a meeting of the directive body of CENTRO DE APOYO A LA FAMILIA, INC., duly called and held, a resolution was adopted setting forth two proposed amendments to the Certificate of Incorporation of said corporation, declaring said amendments to be advisable and calling a meeting of the members of the directive body of said corporation for consideration thereof. The resolution setting forth the proposed amendments reads as follows:

PRIMERO: Que en una reunión del organismo directivo del CENTRO DE APOYO A LA FAMILIA, INC., debidamente convocada y celebrada, se adoptó una resolución en la cual constan dos enmiendas propuestas al Certificado de Incorporación de dicha corporación, consignando la conveniencia de dichas enmiendas y convocando una reunión de los miembros del cuerpo directivo de dicha corporación para la consideración de las mismas. La resolución en la cual constan las enmiendas propuestas lee como sigue:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Articles III and VI so that they read as follows:

RESUELVA, que el Certificado de Incorporación de esta corporación quede enmendado en sus Artículos III y VI, para que éstos lean como sigue:

THIRD: This is a non-profit corporation, with no faculty to issue capital stock.
The purposes of this corporation are:

TERCERO: Esta es una corporación sin fines de lucro ni facultad para emitir acciones de capital. Los propósitos de ésta corporación son:

To develop and implement programs in furtherance of promoting the integral development of the individual and the community in order to improve the quality of life in Puerto Rico.

Desarrollar y ejecutar programas dirigidos a fomentar el desarrollo integral del individuo y la comunidad con el fin de mejorar la calidad de vida en Puerto Rico.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the US Internal Revenue Code, or the corresponding section of any future federal tax code.

Dicha corporación está organizada exclusivamente para propósitos caritativos, religiosos, educativos y científicos, dentro del significado de la Sección 501(c)(3) del
Código de Rentas Internas de los EEUU, o de la sección correspondiente de cualquier código federal de rentas internas futuro.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that 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 above in this article and in Section 501(c)(3) of the US Internal Revenue Service. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Ninguna parte de los ingresos netos de la corporación redundarán en beneficio de, o serán distribuidos a, sus miembros, fiduciarios, oficiales o otras personas privadas, excepto que la corporación estará autorizada y facultada a pagar una compensación razonable por servicios prestados y a hacer pagos y distribuciones conformes a los propósitos antes descritos en este artículo y en la Sección 501(c)(3) del Código de Rentas Internas de EEUU. Ninguna parte sustancial de las actividades de la corporación será hacer propaganda o, por otro lado, intentar influenciar legislación, y la corporación no participará o intervenirá (incluyendo la publicación o distribución de manifestaciones) en ninguna campaña política a favor o en contra de ningún candidato a puesto electivo.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the US Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the US Internal Revenue Code, or the corresponding section of any future federal tax code.

No obstante cualquier otra disposición de estos artículos, la corporación no llevará a cabo cualesquiera otras actividades no permitidas a realizarse (a) por una corporación exenta de impuestos federales por ingresos bajo la Sección 501(c)(3) del Código de Rentas Internas de EEUU, o de la sección correspondiente de cualquier código federal de rentas internas futuro o (b) por una corporación, cuyas aportaciones sean deducibles bajo la Sección 170(c)(2) del Código de Rentas Internas de EEUU, o de la sección correspondiente de cualquier código de rentas internas futuro.

SIXTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the US Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

SEXTO: Ante la disolución de la corporación, los activos serán distribuidos...
para uno o más de los propósitos exentos dentro del significado de la Sección 501(c)(3) del Código de Rentas Internas de EEUU. o de la sección correspondiente de cualquier código federal de rentas internas futuro, o serán distribuidos al gobierno federal, o al gobierno estatal o local, para propósitos públicos.

SECOND: That on a date no earlier than fifteen (15) days or later than sixty (60) days from the date on which said resolution was approved, a meeting was called and held, upon notice stating the purpose thereof, at which meeting a majority of the total number of members of the directive body voted in favor thereof.

SEGUNDO: Que en fecha no anterior a los quince (15) días o posterior a los sesenta (60) días siguientes a la reunión en que se aprobara dicha resolución, se celebró una reunión mediante convocatoria que consignó el propósito de la misma, en la cual una mayoría de todos los miembros del organismo directivo votaron a favor de la enmienda propuesta.

IN WITNESS THEREOF, I, Juan A. Jackson Cuadrado, Authorized Officer who signs this certificate, hereby swear that the facts herein stated are true, this 18 of March, 2000.

EN TESTIMONIO DE LO CUAL, Yo, Juan A. Jackson Cuadrado, Oficial Autorizado que suscribe este certificado, juro que los hechos aquí contenidos son ciertos, hoy día 18 de marzo de 2000.

[Signature]

Authorized Officer
Oficial Autorizado
CERTIFICADO DE INCORPORACION
CENTRO DE APOYO A LA FAMILIA, INC.

PRIMERO: El nombre de esta corporación es Centro de Apoyo a la Familia, Inc.

SEGUNDO: Su oficina principal en el Estado Libre Asociado de Puerto Rico estará localizada en la Barriada Clark, Culebra, Puerto Rico, Box 318, Culebra, Puerto Rico 00775.

El agente residente a cargo de dicha oficina principal es la Lcda. María J. Deliz Terrón.

TERCERO: Esta es una corporación de fines no pecuniarios, que no tendrá facultad para emitir acciones de capital y los objetivos o propósitos que han de llevarse a cabo, promoverse o realizarse son: Crear e implantar programas que vayan dirigidos a promover el desarrollo integral del individuo y la comunidad con el fin de alcanzar una mejor calidad de vida puertorriqueña.

CUARTO: Las condiciones requeridas de los socios se harán formar parte de los estatutos corporativos.

QUINTO: Los nombres y direcciones de cada uno de los incorporadores son como sigue:

<table>
<thead>
<tr>
<th>NOMBRE</th>
<th>DIRECCION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lillian Cordero</td>
<td>P. O. Box 269, Fajardo, PR 00738</td>
</tr>
<tr>
<td>Aleida Robles</td>
<td>Calle 5 Núm. 30, Santa Isidra II, Fajardo, PR 00738</td>
</tr>
<tr>
<td>Ismael Rodríguez</td>
<td>Box 1201, Fajardo, PR 00738</td>
</tr>
</tbody>
</table>

SEXTO: La existencia de esta corporación será perpetua.

NOSOTROS LOS SUSCRIPTORES, con el propósito de formar una corporación de fines no lucrativos, bajo las disposiciones de la LEY GENERAL DE CORPORACIONES para el ESTADO LIBRE ASOCIADO DE PUERTO RICO, aprobada el 9 de enero de 1956, otorgamos y archivamos este Certificado y juramos que los hechos expuestos en el mismo son verídicos.
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Certificado de Incorporación

En Fajardo, Puerto Rico, hoy día 29 de noviembre de 1994.

[Signature]

Affidavit Núm. 1224

Suscrito y jurado ante mí por, Lillian Cordero, mayor de edad, secretaria y vecina de Fajardo, Puerto Rico por Aleida Robles, mayor de edad, secretaria y vecina de Fajardo, Puerto Rico y por Ismael Rodríguez, mayor de edad, contador, y vecino de Luquillo, Puerto Rico a quienes conozco personalmente en Fajardo, Puerto Rico, hoy 29 de noviembre de 1994.

[Signature]