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DIVISION OF CORPORATIONS

LIMITED LIABILITY AMENDMENT

SUNCOAST TOTAL HEALTHCARE, LLC

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
SUNCOAST TOTAL HEALTHCARE, LLC
(A Florida Limited Liability Company)**

SUNCOAST TOTAL HEALTHCARE, LLC (the "Limited Liability Company") desires to amend its Articles of Organization, and pursuant to Florida Statute 608.411, submits the following:

FIRST: The Articles of Organization were filed on August 14, 2003, effective as of August 14, 2003, and were assigned document number L03000030275.

SECOND: The following amendments to the Articles of Organization were adopted by the limited liability company:

ARTICLE V of the Articles of Organization shall be replaced in its entirety by the following ARTICLE V:

Article V

As of January 1, 2005, the names and addresses of the managers are:

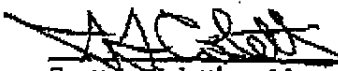
Brian G. Wolstein
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Clearwater, Florida 33763

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Scott L. Coletti
24945 U.S. Highway 19 North
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IN WITNESS WHEREOF, the undersigned person hereby acknowledges that the execution of these Articles of Amendment constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Scott L. Coletti, as Manager

Date: 2/22/05

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