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BLOOMINGDALE ACQUISITION, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

BLOOMINGDALE ACQUISITION, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was May 17, 2006

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

The Articles of Organization of Bloomingdale Acquisition, LLC are hereby amended by deleting Article IV in its entirety and inserting in lieu thereof the following new Article IV to read as follows:

"The name and address of each Managing Member (MGRM) is as follows:
Senior Care Holdings, Inc., 1240 Marbella Plaza Drive, Tampa, FL 33619"

Dated June 22, 2007



Signature of a member or authorized representative of a member

Alexander McClain

Typed or printed name of signer

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