

HPG AMERICA INC.

The Home Patient Care Companies

P96000037871

One Hook Road
Sharon Hill, PA 19079
610-586-8514
FAX: 610-586-5509

January 28, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002072868--1
-01/29/97--01082--009
*****35.00 *****35.00

**RE: Diaz Medical Group, Inc.
Articles of Amendment**

Dear Madam/Sir:

Enclosed please find Articles of Amendment to the Articles of Incorporation along with a check in the amount of \$35.00 representing the requisite filing fee.

Please process according to normal procedure and thereafter return a date stamped copy to my attention.

Thank you in advance for your attention to this matter.

Should you require anything additional, please feel free to contact me.

Very truly yours,

Robert E. Angst

Robert E. Angst
Law Clerk

SH 2/4
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
DIAZ MEDICAL GROUP, INC.**

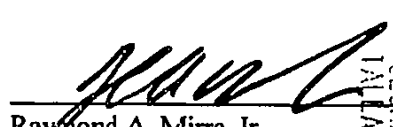
(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Raymond A. Mirra, Jr., the President of Diaz Medical Group, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were duly filed with the Department of State of the State of Florida on May 2, 1996, DOES HEREBY CERTIFY:

1. The name of the Corporation is **Diaz Medical Group, Inc.**
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

"The name of the Corporation is APS Southeast, Inc."
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and all of the members of the Board of Directors of the Corporation as of the 20th day of January, 1997, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Diaz Medical Group, Inc., this 20th day of January, 1997.



Raymond A. Mirra, Jr.
President and Director

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY:

:SS

COUNTY OF BURLINGTON:

The foregoing instrument was acknowledged before me this 20th day of January, 1997, by Raymond A. Mirra, Jr., in his capacities as President and Director of Diaz Medical Group, Inc., a Florida Corporation. The aforesaid Raymond A. Mirra, Jr. is personally known to me.



Notary Public

GARY E. BROMKE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires October 2, 1997