

P98000064026



Sun Healthcare Group

Sun Healthcare Group, Inc. 101 Sun Avenue NE
Albuquerque, NM 87109
505.821.3355
www.sunhcg.com

February 26, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment

Dear Sir or Madam:

Enclosed for filing with your Division, please find the original and one copy each of the Articles of Amendment to the Articles of Incorporation regarding the corporations identified on each Amendment.

I am also enclosing a check in the amount of \$245.00 to cover the filing fee. Once the Amendments are filed, please return the file-stamped copy to the following:

Sun Healthcare Group
Ann Rider, Legal Department
101 Sun Avenue, NE
Albuquerque, NM 87109

Your assistance with this matter is appreciated. Thank you.

Sincerely yours,

Christy Fortenberry
Christy Fortenberry, Legal Department

/clf
Enclosure

*Christy gave authorization
to correct date of adoption.
4/8 JB*

Amend.

V SHEPARD APR 9 2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 21 PM 1:06

700005040767--8
-03/04/02--01070--001
****245.00 *****35.00

Sun Healthcare Group



Sun Healthcare Group, Inc. 101 Sun Avenue NE
Albuquerque, NM 87109
505.821.3355
www.sunh.com

March 19, 2002

Via Federal Express

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Velma Shepard, Division of Corporations

Re: Articles of Amendment

Dear Ms. Shepard:

Per our telephone conversation of March 18, 2002, enclosed please find the originals and one copy each of the signature pages to the Articles of Amendments that you are holding, along with the check that was previously sent, in your office for filing.

As indicated in my letter of February 26, 2002, once the Amendments are filed, please return the file-stamped copy to the following:

Sun Healthcare Group
Anne Rider, Legal Department
101 Sun Avenue NE
Albuquerque, NM 87109

If you have any questions, or need additional information, please contact me at (505) 468-5621.

Your assistance with this matter is greatly appreciated. Thank you.

Sincerely yours,

Christy Fortenberry
Christy Fortenberry, Legal Department

/clf
Enclosure

Rec'd by Fed. Exp. 3/21
AB

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 21 PM 7:04

Advantage Health Services, Inc.

Advantage Health Services, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VI: The Corporation shall not be authorized to issue non-voting capital stock to the extent prohibited by Section 1123(a) (6) of Title 11 of the United States Code (the "Bankruptcy Code"); provided however that this Article will have no further force and effect beyond that required by Section 1123 of the Bankruptcy Code.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

7B

THIRD: The date of each amendment's adoption: 2/11/02

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of February, 2002

Signature

Warren C. Schelling

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Warren C. Schelling

Typed or printed name

Director

Title