ATTORNEYS AT LAW

Office Address: 204 SOUTH MONROE STREET

TALLAHASSEE, FLORIDA 32301 (850) 681-6710 Mailing Address:

POST OFFICE BOX 11068

TALLAHASSEE, FLORIDA 32302-3068

FACSIMILE (850) 681-6713

(850) 681-1003

E-Mail: Postmaster@BRMFirm.com

April 6, 1999

F. PHILIP BLANK'
THERESA M. BENDER
H. RICHARD BISBEE
JOHN R. DUNPHY
STEPHEN S. GODWIN
THOMAS R. McSWAIN
TIMOTHY J. MEENAN
R. TERRY RIGSBY
GEOFFREY D. SMITH

LEGAL ASSISTANT JOHN A. DICKSON, J.D.

*Florida Bar Certified in Health Law

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re:

ServeCare Home Health, Inc.

000002831570---04/07/99--01001--011

Via Hand Delivery

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Amendment to the Articles of Incorporation for the above-referenced foreign corporation along with the applicable Certificate of Status from the Delaware Department of State. Also enclosed is our check in the amount of \$43.75 made payable to the Department of State to cover the following fees:

Filing Fee Certified Copy \$35.00 8.75

If you will contact my office once the certified copy is ready, we will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please contact my office.

Sincerely,

R. Terry Rigsby

RTR/ss Enclosures

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

(I distant to at sover a state of the state	
SECTION I (1-3 MUST BE COMPLETED) Servecare Home Health, Inc. Name of corporation as it appears on the records of the Department of State.	FILED 99 APR -6 PN 4: 50 SECKLIARSSEE, FLORIDATE
2. Delaware 3. 08-22-95 Incorporated under laws of Date authorized to do busing	ness in Florida
SECTION II (4-7 COMPLETE ONLY THE APPLICABLE CHANGES)	
 4. If the amendment changes the name of the corporation, when was the change effected units jurisdiction of incorporation? March 9, 1999 5. Lifeline Health Care of Northeast Florida. Inc. Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or a not contained in new name of the corporation. 	
6. If the amendment changes the period of duration, indicate new period of duration.	
N/A New Duration 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.	
N/A New Jurisdiction	
Signature 03-26-99 Date	<u> </u>
James M. Frazer Secretary Typed or printed name	

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THAT "LIFELINE HEALTH CARE OF

NORTHEAST FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF

THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL

CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO

FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO

TRANSACT BUSINESS.

THE FOLLOWING DUCUMENTS HAVE BEEN EILED: -

CERTIFICATE OF INCORPORATION, FILED THE SIXTEENTH DAY OF AUGUST, ALD. 1995 AT 4 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT CHANGING ITS NAME FROM "QUALITY HOME HEALTH CARE, LORF." TO "SERVECARE HOME HEALTH INC.", FILED THE THIRTEENTH DAY OF MAY, A.D. 1997, AT 2.30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM SERVECARE
HOME HEALTH, INC. TO "LIFELINE HEALTH CARE OF NORTHWEST
FLORIDA, INC.", FILED THE TWENTY-SECOND DAY OF FEBRUARY, A.D.
1999, AT 12 0'CLOCK ETM.

CERTIFICATE OF AMENDMENT, CHANGING IISTNAME FROM "LIFELINE HEALTH CARE OF NORTHWEST FLORIDA, INC." TO "LIFELINE HEALTH CARE OF NORTHEAST FLORIDA, INC.", FILED THE NINTH DAY OF MARCH, A.D.



Edward J. Freel, Secretary of State

AUTHENTICATION:

9674435

DA

DATE:

04-07-99

2534427 8310

991135844

State of Delaware

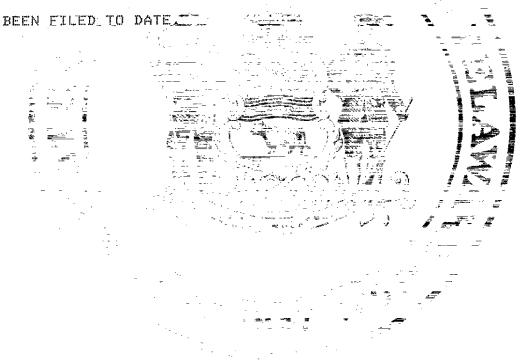
Office of the Secretary of State

1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID JO DOTE.

AND I DO MEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE





Edward J. Freel, Secretary of State

AUTHENTICATION:

9674435

991135844 DATE:

04-07-99

2534427 8310