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April 6, 1999

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

99 APR -6 PM 4:50
FILED
TALLAHASSEE, FLORIDA
Via Hand Delivery
Done
Chase
Amend

Re: ServeCare Home Health, Inc.

000002831570--3
-04/07/99--01001--011
*****43.75 *****43.75

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	\$35.00
Certified Copy	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
R. Terry Rigsby

RTR/ss
Enclosures

Call when Ready
681-6710
4/7/99

RECEIVED
99 APR -6 PM 4:29

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.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
99 APR -6 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Servecare Home Health, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. 08-22-95
Date authorized to do business 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 under the laws of its 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 appropriate abbreviation, if 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

James M. Frazer
Typed or printed name

03-26-99
Date

Secretary
Title

State of Delaware

PAGE 1

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 DOCUMENTS HAVE BEEN FILED:

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

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "QUALITY HOME HEALTH CARE, CORP." 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 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME 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

Edward J. Freel, Secretary of State

2534427 8310

AUTHENTICATION:

9674435

991135844

DATE:

04-07-99

State of Delaware
Office of the Secretary of State

PAGE 2

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 TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2534427 8310

AUTHENTICATION:

9674435

991135844

DATE:

04-07-99