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August 1, 1997

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State Of Florida  
Department Of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

ATTN: AMENDMENTS DEPARTMENT

RE: Filing Of Amended And Restated Articles Of  
Incorporation Of Versacare, Inc.

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CLERK  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

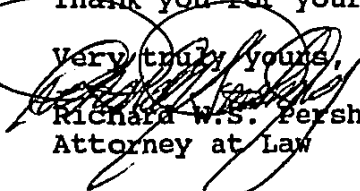
Dear Secretary Of State:

This office represents Versacare, Inc. Enclosed please find the original executed Amended And Restated Articles Of Incorporation Of Versacare, Inc. which are being submitted for filing.

We have also enclosed two copies which we request that you conform and return to this office.

A check in the amount of \$35.00 is enclosed herewith and submitted as payment in full of the required filing fee.

Thank you for your courtesy and attention to this matter.

Very truly yours,  
  
Richard W.S. Pershing  
Attorney at Law

enclosures

c: Robert E. Coy, J.D., Vice-Chairman/President (w/o enclosures)

Ans Res.  
DRG  
8-20

Original

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VERSACARE, INC.

The undersigned certifies that:

1. He is the President of Versacare, Inc. (the "Corporation") Florida corporation not for profit.
2. The articles of incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE I -- NAME

The name of this Corporation shall be: VERSACARE, INC., a corporation not for profit.

ARTICLE II -- ADDRESS

The address of the Corporation shall be: 702 South Washburn Avenue, Corona, California 91720.

ARTICLE III -- PURPOSE

A. The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by providing support, assistance and granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended, in support of activities, primarily Christian in character and purpose, in accordance with the principles of the Seventh-day Adventist denomination. In furtherance thereof, the Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

B. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals, except that reasonable compensation may be paid for services rendered to

or for the Corporation affecting one or more of its purposes.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

E. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then so long as the Corporation is a private foundation:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

F. Upon the liquidation, dissolution or other

discontinuance of the charitable activities and operations of the Corporation, any surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed to or among the members or board members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such other organization or organizations, as selected by the Board of Directors, as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE IV -- ELECTION OF DIRECTORS

The Directors of the Corporation shall consist of three or more individuals as provided for in the Bylaws of the Corporation. The directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

#### ARTICLE V -- TERM

The term for which this Corporation is to exist shall be perpetual.

#### ARTICLE VI -- CORPORATE POWERS

The Corporation shall have all of the rights and powers given to a Florida not for profit corporation as specified in Chapter 617 of the Florida Not For Profit Corporation Act as amended and modified from time to time.

#### ARTICLE VII -- AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended by a majority vote of the Board of Directors.

3. The foregoing amended and restated articles of incorporation has been duly approved and adopted by Unanimous Written Consent of all of the Board of Directors and all of the Members of the Corporation dated as of June 29, 1997, in accordance with Section 617.1002 of the Florida Statutes, and no further approval of the members is required.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this Amendment And Restatement Of Articles Of Incorporation Of Versacare, Inc. as of June 29, 1997.

Date: June 29

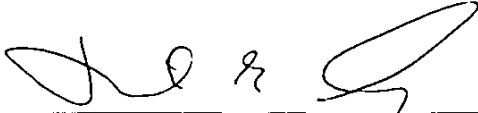
  
Robert E. Coy, J.D. as President

CERTIFICATE OF PRESIDENT  
OF  
VERSACARE, INC.

1. I, the undersigned hereby certify that I am the President of VERSACARE, INC. (the "Corporation"), a not for profit Florida corporation.
2. The Amended And Restated Articles Of Incorporation Dated as of June 29, 1997 of the Corporation contains amendments which may require member approval.
3. The Members of the Corporation unanimously approved of such amendments by resolution dated as of June 29 1997 and therefore the number of votes cast for the amendment was sufficient for the approval.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed this Certificate Of President Of Versacare, Inc.

Date: June 29, 97

  
Robert E. Coy, J.D. as President