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THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC.

Pursuant to the provisions of Section 617.1006 of the Florida Not For Profit Corporation Act, THE HOSPICE FOUNDATION OF THE FLORIDA SUNCOAST, INC., a Florida not for profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is The Hospice Foundation of the Florida Suncoast, Inc.

2. Article IV of the Articles of Incorporation is deleted in its entirety and replaced as follows:

**"ARTICLE IV
PURPOSES**

The purpose for which the Corporation is organized is to advance understanding, participation and support of the mission and programs of The Hospice of the Florida Suncoast, Inc., a Florida not for profit corporation (the "Hospice"), and its affiliated not for profit organizations, honoring our community's sacred trust through stewardship, and it is thus organized to operate exclusively for charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and, within such limits, to (1) foster, promote and provide funds to or for the benefit of existing or future not for profit affiliates for which Suncoast Caring Community, Inc., a Florida not for profit corporation organized to be a tax-exempt corporation qualified under Section 501(c)(3) of the Code (the "Holding Company"), serves as sole voting member, including, but not limited to, the Hospice, The Hospice Institute of the Florida Suncoast, Inc., AIDS Service Association of Pinellas, Inc. and Project GRACE, Inc., which will support and allow any of the charitable, educational, scientific and literary objectives of these affiliates to be accomplished, and (2) consistent with the foregoing, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act."

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3. Article VI of the Articles of Incorporation is deleted in its entirety and replaced as follows:

**"ARTICLE VI
MEMBERSHIP**

The sole voting member of the Corporation shall be the Holding Company."

4. Article IX of the Articles of Incorporation is deleted in its entirety.

5. Article XIII of the Articles of Incorporation is deleted in its entirety.

6. Article XIV of the Articles of Incorporation is deleted in its entirety.

7. Article XV of the Articles of Incorporation is deleted in its entirety and replaced as follows:

**"ARTICLE XV
DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the unrestricted assets of the Corporation by (i) transferring such assets to the Holding Company to support the mission and programs of the Hospice and the other tax-exempt affiliates of the Holding Company, or (ii) if the Holding Company is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code, transferring such assets to the Hospice to support its mission and programs, or (iii) if the Hospice is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code, transferring such assets to the any tax-exempt corporation qualified under Section 501(c)(3) of the Code that is the legal successor to the Hospice with a similar purpose or mission, or (iv) if a legal successor of the Hospice does not exist or if such successor is no longer a validly existing, tax-exempt corporation qualified under Section 501(c)(3) of the Code, transferring such assets to any tax-exempt corporation qualified under Section 501(c)(3) of the Code within the Tampa Bay region with a similar purpose or mission to the Hospice, including, without limitation, any tax-exempt affiliate of the Hospice, or (v) if there is no such tax-exempt corporation of similar purpose or mission in existence within the Tampa Bay region and if none of the tax-exempt affiliates of the Corporation are validly existing, tax-exempt corporations qualified under Section 501(c)(3) of the Code, transferring such assets to one or more tax-exempt organizations qualified under Section 501(c)(3) of the Code with a similar purpose or mission as the Hospice or its tax-exempt affiliates. Any such assets not so disposed of shall be disposed of by the Circuit court of the county in which the principal office of the Foundation is then

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located, exclusively to such tax-exempt corporations qualified under Section 501(c)(3) of the Code as the Court shall determine, with the Attorney General of the State of Florida (or its equivalent) being given notice of the action and the right to be heard."

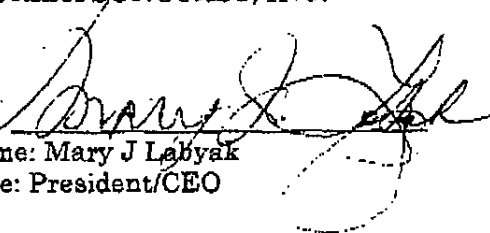
The foregoing amendments to the Articles of Incorporation were approved and adopted by a vote of not less than two-thirds of the entire Board of Trustees of the Corporation at a meeting held on September 29, 2008. The members of the Corporation are not entitled to vote on the amendments to the Articles of Incorporation.

In accordance with Section 617.0123(1) of the Florida Not For Profit Corporation Act, this amendment shall be effective as of September 30, 2008 at 11:59 p.m. (Eastern Time).

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on behalf of the Corporation this 29th day of September, 2008.

THE HOSPICE FOUNDATION OF THE
FLORIDA SUNCOAST, INC.

By 
Name: Mary J Labyak
Title: President/CEO