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TALLAHASSEE, FLORIDA

NC
Tlew
1/15/08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HomeLife Communities of South Florida, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F03000002507

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cynthia Trent, In House Counsel
(Name of Contact Person)

ATREUS Homes & Communities
(Firm/Company)

3137 Chestnut Drive
(Address)

ATLANTA, GA 30340
(City/State and Zip Code)

For further information concerning this matter, please call:

Cynthia Trent at (678) 942-1588
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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\$35.00 Filing Fee

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\$43.75 Filing Fee &
Certificate of Status

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\$43.75 Filing Fee &
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enclosed)

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\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F03000002507

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

1. HomeLife Communities of South Florida, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Georgia 3. 5/19/2003
(Incorporated under laws of) (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? 11/29/2007

5. ATREUS Communities of South 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Sharon Walker

(Typed or printed name of person signing)

CFO & Secretary
(Title of person signing)

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

HOMELIFE COMMUNITIES OF SOUTH FLORIDA, INC.

a Domestic Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 11/29/2007 changing its name to

ATREUS COMMUNITIES OF SOUTH FLORIDA, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on November 29, 2007



Karen C Handel
Secretary of State

**ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION**

ARTICLE ONE

The name of the Corporation is **HomeLife Communities of South Florida, Inc.**

ARTICLE TWO

The Articles of Incorporation of the Corporation were filed with and approved by the Secretary of State, and a Certificate of Incorporation has been issued to the corporation, and the Articles of Incorporation of the Corporation were filed and accepted at the Office of the Secretary of State, State of Georgia on 10/7/2002 and are hereby adopted and amended as follows:

The Corporation hereby adopts the following Amendment to change the name of the Corporation. The New Name of the Corporation is

ATREUS COMMUNITIES OF SOUTH FLORIDA, INC.

ARTICLE THREE

The undersigned, being the Sole Director of **HomeLife Communities of South Florida, Inc.**, a Georgia corporation (the "**Corporation**"), by unanimous written consent, and in lieu of a meeting, affixes his signature hereto, and hereby consents to and hereby takes the following action and adopts said AMENDMENT, pursuant to Section 14-2-1006, et seq., of the Georgia Corporation Code.

ARTICLE FOUR

Said Amendment was duly approved, adopted and delivered to the corporation for filing with the corporate minutes on the 27th day of November, 2007.

ARTICLE FIVE

The Undersigned does hereby certify that a Notice to Publish the filing of the Articles of Amendment to Change the Corporations' Name, along with the publication fee of \$40.00, has been forwarded to the Legal Organ of the County of the Registered Office as required by O.C.G.A. Section 14-2-1006.1.

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION OF SOUTH FLORIDA, INC. on the 27th day of November, 2007.

THIS 27th DAY OF NOVEMBER, 2007.

State of Georgia
Name Change 1 Page(s)

Jonathan W. Been, Sole Director

