

TBN

of TN, Inc.

F94000006333

March 8, 2000

Division of Corporations
ATTN: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

400003168074--3
-03/14/00--01016--002
*****43.75 *****43.75

Re: SYMPHONY HOME CARE SERVICES NO. 11, INC.

Dear Amendment Section:

Enclosed is an original application for Amendment to Application for Authorization to Transact Business in Florida, a certified copy of the Certificate of Amendment filed in Delaware and a check for \$43.75. Please return a certified copy to:

Carol Dickey
174 Collins Avenue, Suite 103
Memphis, TN 38112.

Please call me at the number below if you have any questions.

Sincerely,



Carol Dickey
Paralegal

enclosures

FILED
00 MAR 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

pc

T. LEWIS MAR 22 2000

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
00 MAR 13 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SYMPHONY HOME CARE SERVICES NO. 11, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under laws of
3. DECEMBER 13, 1994
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? FEBRUARY 14, 2000
5. SOLEUS HEALTHCARE SERVICES OF DELRAY BEACH, 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

Paul S. Winters
Signature

MARCH 8, 2000
Date

PAUL S. WINTERS

Typed or printed name

SECRETARY

Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SYMPHONY HOME CARE SERVICES NO. 11, INC.", CHANGING ITS NAME FROM "SYMPHONY HOME CARE SERVICES NO. 11, INC." TO "SOLEUS HEALTHCARE SERVICES OF DELRAY BEACH, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.





Edward J. Freel, Secretary of State

2445064 8100

001079285

AUTHENTICATION: 0291182

DATE: 03-02-00

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

Symphony Home Care Services No. 11, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That, at meeting of the Board of Directors of Symphony Home Care Services No. 11, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of the corporation is: Soleus Healthcare Services of Delray Beach, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Symphony Home Care Services No. 11, Inc. has caused this certificate to be signed by Paul S. Winters, an Authorized Officer, this 4th day of November, 1999.

By: 
Paul S. Winters
Secretary