

TBN OF TN, INC.

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-06/30/99-01075-001
*****35.00 *****35.00

June 29, 1999

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

VIA FEDERAL EXPRESS

FILED
99 JUN 30 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Symphony Home Care Services No. 7, Inc.

Dear Amendment Section:

Enclosed is an original and one copy of the Amendment to Application for Authorization to Transact Business in Florida for the above corporation, and a check in the amount of \$35.00. Please return a file stamped copy to my attention.

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

Sincerely,

Carol Dickey

Carol Dickey
Paralegal

enclosures

N/c

V. SHEPARD JUL 6 1999

2714 UNION AVENUE EXTD. ♦ MEMPHIS, TENNESSEE 38112 ♦ 901-458-6093

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 JUN 30 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Symphony Home Care Services No. 7, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. December 13, 1994
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? June 15, 1999

5. Soleus Healthcare Services of River Shores, 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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

June 28, 1999
Date

John R. Koch
Typed or printed name


President
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. 7, INC.", CHANGING ITS NAME FROM "SYMPHONY HOME CARE SERVICES NO. 7, INC." TO "SOLEUS HEALTHCARE SERVICES OF RIVER SHORES, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 1999, 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

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991243462

AUTHENTICATION: 9815629

DATE: 06-21-99

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

Symphony Home Care Services No. 7, 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. 7, 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 River Shores, 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. 7, Inc. has caused this certificate to be signed by John R. Koch, an Authorized Officer, this 9th day of June, 1999.

By: 
Authorized Officer

Name: John R. Koch

Title: President