

H05000061636

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)

F98000001203

(Document number of corporation (if known))

1. Matria Healthcare, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. March 8, 1998

(Date authorized to do business in Florida)

FILED
05 MAR 11 PM 3:35
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

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? January 1, 2005

5. Matria Women's and Children's Health, 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.

(New duration)

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

(New jurisdiction)

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

ROBERTA L. McCAW
(Typed or printed name of person signing)

2/23/5
(Date)

SECRETARY
(Title of person signing)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

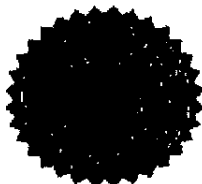
"MATRIA MERGERSUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MATRIA HEALTHCARE, INC." UNDER THE NAME OF
"MATRIA WOMEN'S AND CHILDREN'S HEALTH, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2004, AT 11:52 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

2548381 8330

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3731010

DATE: 03-09-05