

F9600000 2234
LIFE CARE
SERVICES CORPORATION

FILED
97 AUG 15 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 18, 1997



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

800002242388--5
-07/21/97--01037--001
*******35.00 *****35.00**

Dear Sir or Madam:

Enclosed is a completed Application by Foreign Profit Corporation to File an Amendment to Application for Authorization to Transact Business in Florida. Also enclosed is a Certificate of Existence issued by the State of Iowa dated 7/18/97 and a check for \$35.00. Please send the amended Certificate of Authority to my attention. Thank you for your help.

Sincerely,

Rebecca S. Stoll

Rebecca S. Stoll
Assistant to the President

rss

NC 8/18/97
ENCLOSING
2/22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1997

REBECCA S. STOLL, ASSISTANT TO THE PRESIDENT
LIFE CARE SERVICES CORPORATION
800 SECOND AVENUE
DES MOINES, IA 50309

SUBJECT: IOWA SARASOTA INVESTMENTS, INC.
Ref. Number: F96000002234

We have received your document for IOWA SARASOTA INVESTMENTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated ^{attached} certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00037302

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)

1. Iowa Sarasota Investments, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Iowa 3. May 3, 1996
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? July 17, 1997
5. LCS--Imperial Club, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
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

Stan G. Thurston
Signature

Stan G. Thurston

Typed or printed name

July 18, 1997

Date

President & CEO

Title

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



No. 00142426
Date: 07/18/1997

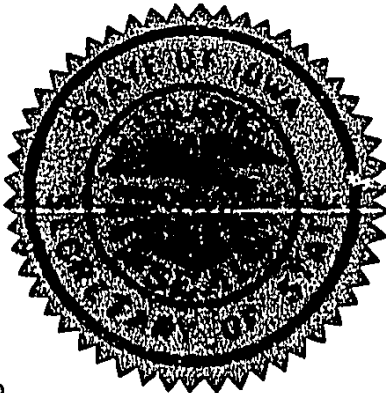
SECRETARY OF STATE

490 DP-000194809
REBECCA STOLL
LCS HOLDINGS INC.
800 SECOND AVE.
DES MOINES, IA 50317

CERTIFICATE OF EXISTENCE

Name: LCS--IMPERIAL CLUB, INC.
Begin date: 19960411
Expiration: PERPETUAL

I, PAUL D. PATE, secretary of state of the state of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa on the date printed above, that all fees required by the Iowa business corporation act have been paid by the corporation, that the most recent annual corporate report has been filed by the secretary of state, and that articles of dissolution have not been filed.



SECRETARY OF STATE



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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA INVESTMENT, INC.**

194809

**TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:**

Pursuant to the provisions of Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Second Amended and Restated Articles of Incorporation:

ARTICLE I

- 1.1 The name of the Corporation is LCS—Imperial Club, Inc. (the "Corporation").

ARTICLE II

- 2.1 The Corporation shall have perpetual duration.

ARTICLE III

- 3.1 The Corporation shall have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE IV

- 4.1 The aggregate number of shares which the Corporation is authorized to issue is one hundred thousand (100,000) consisting of one class, common stock, one dollar (\$1.00) par value.

ARTICLE V

- 5.1 The number of directors shall be established by or in accordance with the Bylaws and may be increased or decreased as provided in the Bylaws.

ARTICLE VI

RECEIVED
JUL 17 1987
SECRETARY OF STATE

3
00718

502266 AMEND 50.00 DJC

6.1 A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act. No amendment to or repeal of this paragraph 6.1 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the full extent then permitted. The directors of this Corporation have agreed to serve as directors in reliance upon the provisions of this paragraph 6.1.

6.2 This Corporation shall indemnify a director or officer of this Corporation, and each director or officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director or officer relating to his or her conduct as a director or officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction for which a director or officer derived an improper personal benefit, (iv) to liabilities under Section 833 of the Iowa Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such director or officer shall be adjudged liable to the Corporation.

CERTIFICATE OF ADOPTION

A. The duly adopted First Amended and Restated Articles of Incorporation set forth above supersede the original Articles of Incorporation of the Corporation, and all amendments to them.

B. The board of directors adopted these Restated Articles of Incorporation to amend the Articles of Incorporation which required shareholder approval. These Restated Articles of Incorporation were approved by the shareholders on July 17th, 1997.

C. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the Restated Articles of Incorporation and the

number of votes to each voting group indisputably represented at the meeting are as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST ON RESTATED ARTICLES	VOTES REPRESENTED AT MEETING
Common Stock, \$1.00 par value	1,000	1,000	1,000

The total number of votes cast for and against these Restated Articles of Incorporation by each voting group entitled to vote separately on the Restated Articles of Incorporation is as follows:

VOTING GROUP	VOTES FOR	VOTES AGAINST
Common Stock, \$1.00 par value	1,000	0

D. The total number of undisputed votes cast for the Restated Articles of Incorporation by each voting group was:

VOTING GROUP	VOTES FOR
Common Stock, \$1.00 par value	1,000

E. The number of votes cast for the Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

Dated this 17th day of July, 1997.

SARASOTA INVESTMENT, INC.

FILED
IOWA
SECRETARY OF STATE

7-17-97

12:37pm

W151444



By Arthur V. Neis

Arthur V. Neis, Treasurer
(Name of Officer) (Title)

STATE OF IOWA
Secretary of State Office
2830

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 17th day of July 1927 to and including the date below.

DATED August 4 1927

BY Paul D. Hale
Secretary of State

3 Pages

