



J29527

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ORDER DATE : February 26, 1997

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ORDER NO. : 273538-005

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CUSTOMER NO: 166357A

CUSTOMER: Ms. Alyson Serell
Mount Sinai Medical Center
4300 Alton Road
Miami, FL 33140

DOMESTIC AMENDMENT FILING

NAME: MOUNT SINAI/MIAMI JEWISH
HOME AND HOSPITAL HOME CARE
CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

N HENDRICKS MAR - 6 1997

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

CSC

TALLAHASSEE, FL

SUBJECT: MOUNT SINAI/MIAMI JEWISH HOME AND HOSPITAL HOME
CARE CORPORATION
Ref. Number: J29527

We have received your document for MOUNT SINAI/MIAMI JEWISH HOME AND HOSPITAL HOME CARE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 297A00011351

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

MOUNT SINAI/MIAMI JEWISH HOME AND HOSPITAL HOME CARE CORPORATION

The undersigned officer hereby files these Amended and Restated Articles of Incorporation of Mount Sinai Home Care Corporation, (the "Corporation"), formerly known as Mount Sinai/Miami Jewish Home and Hospital Home Care Corporation, and hereby certifies as follows:

These Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the shareholder and directors of the Corporation on February 25th, 1997, such unanimous written consent constituting a sufficient number of votes for approval. All amendments included herein have been adopted pursuant to Section 617.1007 of the Florida Business Corporation Act.

Articles I through VII are deleted in their entirety and replaced with the following Articles I through VIII.

ARTICLE I

The name of the corporation shall be MS HOME CARE CORPORATION (the "Corporation").

ARTICLE II

The general purposes for which the Corporation is organized are:

To provide home health and related services, including, but not limited to, physical, speech and occupational therapy, skilled nursing, medical social work, and home health aide services.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida Business Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto.

ARTICLE III

The Corporation is authorized to issue 100 shares of common stock, par value \$.01 per share.

ARTICLE IV

The street address of the registered office of the Corporation is 4300 Alton Road, Miami Beach, Florida 33140 and the registered agent at that address is Alyson R. Serell, Esq., General Counsel.

ARTICLE V

The Corporation shall have three directors. The names and addresses of the directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

<u>Name</u>	<u>Mailing Address</u>
Fred D. Hirt	4300 Alton Road Miami Beach, Florida 33140
Robert J. Henkel	4300 Alton Road Miami Beach, Florida 33140
Larry Hudson	4300 Alton Road Miami Beach, Florida 33140

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than three.

ARTICLE VI

The address of the principal office and mailing address of the Corporation is:

Mount Sinai Medical Center of Greater Miami, Inc.
4300 Alton Road
Miami Beach, Florida 33140

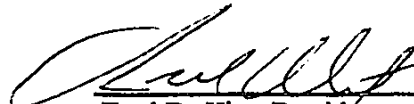
ARTICLE VII

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Executed at Miami, Florida this 25th day of February, 1997.



Fred D. Hirt, President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MS HOME CARE CORPORATION, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 25th day of February, 1997.

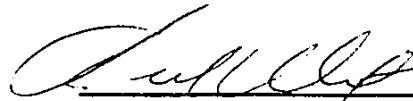


Alyson R. Serell, Esq.

CERTIFICATE PURSUANT TO SECTION 607.1007, FLORIDA STATUTES

The undersigned, Fred D. Hirt, President of MS HOME CARE CORPORATION, a Florida corporation formerly known as Mount Sinai/Miami Jewish Home and Hospital Home Care Corporation, DOES HEREBY CERTIFY that the Amended and Restated Articles of Incorporation of MS HOME CARE CORPORATION in the form attached hereto as *Exhibit A*, were duly adopted by unanimous written consent of the shareholder and directors of Mount Sinai Home Care Corporation on February 25th, 1997, such unanimous written consent constituting a sufficient number of votes for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 25th day of February, 1997.



FRED D. HIRT, President