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June 1, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

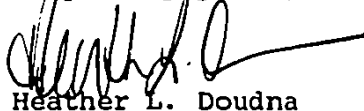
RE: American Health and Life of the Carolinas, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of AMERICAN HEALTH AND LIFE OF THE CAROLINAS, INC., changing the corporate name to AMERI-LIFE AND HEALTH SERVICES OF THE CAROLINAS, INC. Also enclosed is a check in the amount of \$87.50; such sum representing the fee for filing (\$35.00) and a certified copy of the Articles of Amendment.

Thank you for your anticipated cooperation.

Very truly yours,


Heather L. Doudna

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*****87.50 *****87.50

Enclosures

FILED
97 JUN -4 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 12 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AMERICAN HEALTH AND LIFE OF THE CAROLINAS, INC.

FILED

97 JUN -4 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the President of AMERICAN HEALTH AND LIFE OF THE CAROLINAS, INC., a Florida Corporation, do hereby CERTIFY that the following Amendment to the Articles of Incorporation of said corporation was duly adopted by unanimous vote of all of the Directors and all of the Shareholders, at a meeting duly held on the 9th day of May, 1997.

A M E N D M E N T

ARTICLE I is hereby amended to hereafter read as follows:

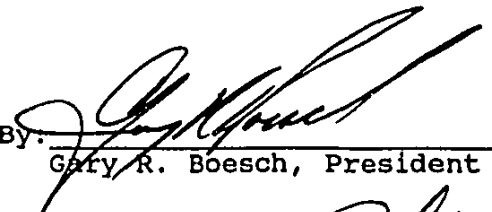
ARTICLE I. The name of the Corporation is:

AMERI-LIFE AND HEALTH SERVICES OF
THE CAROLINAS, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 1st day of June, 1997.

By:


Gary R. Boesch, President

(Corporate Seal)

Attest:


R. Maury Thornton, Secretary