

ACCOUNT NO. : 072100000032

REFERENCE :

891146

12000A

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE: November 8, 2000

ORDER TIME: 10:57 AM

ORDER NO. : 891146-020

CUSTOMER NO:

12000A

CUSTOMER: Renee Ann Winslow, Legal Asst

Shapiro & Adams, P.a.

Suite 272

2401 Pga Boulevard

Palm Beach Gard, FL 33410

DOMESTIC AMENDMENT FILING

NAME: HQM OF TENNESSEE, L.L.C. 900003457069-8

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

SCERTIFICATE OF GOOD STANDING

PERSON: Sandra Mathis -- EXT# 11665

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

HQM OF TENNESSEE, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST:

The date of filing of the Articles of Organization was October 3,

2000.

SECOND:

The following amendment(s) to the Articles of Organization

was/were adopted by the limited liability company:

ARTICLE VIII - MANAGEMENT/MANAGING MEMBER

The Company shall be managed by a managing member in accordance with the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial Managing Member of the Company is:

Home Quality Management, Inc., a Tennessee corporation 2401 PGA Boulevard, Suite 155 Palm Beach Gardens, FL 33410

Dated November 3, 2000.

Home Quality Management, Inc.

Ву:

Elizabeth Fago, President

SECRETARY OF STATE

APPROYEL AND FILED